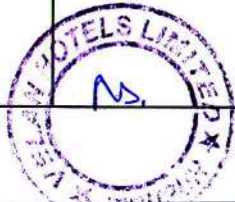


Voting Results of the Business transacted at the 28th Annual General Meeting held on 28th September, 2018, as required under Regulation 44(3) of the Listing Regulations

Date of AGM/EGM	28/09/2018
Total Number of Shareholders as on record date	6,025
No. of shareholders present in the meeting either in person or proxy	
Promoters and Promoters Group	6
Public	44
No. of shareholders attended the meeting through video conferencing	
Promoters and Promoters Group	-
Public	-

SLNO	RESOLUTION	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % of Votes against on votes polled (7)=[(5)/(2)]*100	
1	Adoption of the Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the year ended on that date, the Cash Flow Statement and the Reports of Directors and Auditors thereon. (Ordinary Resolution)	Promoter - E-Voting		-	-	-	-	-	-	
		Promoter - Poll at AGM	25618030	19011294	74.211	19011294	-	100.000	-	
		Promoter - Ballot by Post		-	-	-	-	-	-	-
		Total (A)	2,56,18,030	1,90,11,294	74.211	1,90,11,294	-	100.000	-	
		Public - Institutions - E-Voting		-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM	-	-	-	-	-	-	-	-
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	-
		Total (B)	-	-	-	-	-	-	-	-
		Public - Non Institutions - E-Voting		41	0.001	41	-	100.000	-	
		Public - Non Institutions - Poll at AGM	6346089	627140	9.882	627140	-	100.000	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	-
		Total (C)	63,46,089	6,27,181	9.883	6,27,181	-	100.000	-	
Total (A+B+C)	3,19,64,119	1,96,38,475	61.439	1,96,38,475	-	100.000	-			
2	Appointment of a Director in place of Mr.M.R.Gautham having DIN 00046187 who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Promoter - E-Voting		-	-	-	-	-	-	
		Promoter - Poll at AGM	25618030	19011294	74.211	19011294	-	100.000	-	
		Promoter - Ballot by Post		-	-	-	-	-	-	-
		Total (A)	2,56,18,030	1,90,11,294	74.211	1,90,11,294	-	100.000	-	
		Public - Institutions - E-Voting		-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM	-	-	-	-	-	-	-	-
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	-
		Total (B)	-	-	-	-	-	-	-	-
		Public - Non Institutions - E-Voting		41	0.001	41	-	100.000	-	
		Public - Non Institutions - Poll at AGM	6346089	627140	9.882	627140	-	100.000	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	-
		Total (C)	63,46,089	6,27,181	9.883	6,27,181	-	100.000	-	
Total (A+B+C)	3,19,64,119	1,96,38,475	61.439	1,96,38,475	-	100.000	-			



3	Appointment of a Director in place of Mrs. M.Sasikala having DIN 01452586, who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)	Promoter - E-Voting		-	-	-	-	-	-
		Promoter - Poll at AGM	25618030	19011294	74.211	19011294	-	100.000	-
		Promoter - Ballot by Post		-	-	-	-	-	-
		Total (A)	2,56,18,030	1,90,11,294	74.211	1,90,11,294	-	100.000	-
		Public - Institutions - E-Voting		-	-	-	-	-	-
		Public - Institutions - Poll at AGM	-	-	-	-	-	-	-
		Public - Institutions - Ballot by Post		-	-	-	-	-	-
		Total (B)	-	-	-	-	-	-	-
		Public - Non Institutions - E-Voting		41	0.001	41	-	100.000	-
		Public - Non Institutions - Poll at AGM	6346089	627140	9.882	627140	-	100.000	-
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-
Total (C)	63,46,089	6,27,181	9.883	6,27,181	-	100.000	-		
Total (A+B+C)	3,19,64,119	1,96,38,475	61.439	1,96,38,475	-	100.000	-		

4	Re-appointment of Mr.E.V.Muthukumara Ramalingam (DIN: 00046166) as a Managing Director of the Company. (Ordinary Resolution)	Promoter - E-Voting		-	-	-	-	-	-
		Promoter - Poll at AGM	25618030	19011294	74.211	19011294	-	100.000	-
		Promoter - Ballot by Post		-	-	-	-	-	-
		Total (A)	2,56,18,030	1,90,11,294	74.211	1,90,11,294	-	100.000	-
		Public - Institutions - E-Voting		-	-	-	-	-	-
		Public - Institutions - Poll at AGM	-	-	-	-	-	-	-
		Public - Institutions - Ballot by Post		-	-	-	-	-	-
		Total (B)	-	-	-	-	-	-	-
		Public - Non Institutions - E-Voting		41	0.001	41	-	100.000	-
		Public - Non Institutions - Poll at AGM	6346089	627140	9.882	627140	-	100.000	-
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-
Total (C)	63,46,089	6,27,181	9.883	6,27,181	-	100.000	-		
Total (A+B+C)	3,19,64,119	1,96,38,475	61.439	1,96,38,475	-	100.000	-		

5	To consider and determine the fees for delivery of any document through a particular mode of delivery to a member. (Ordinary Resolution)	Promoter - E-Voting		-	-	-	-	-	-
		Promoter - Poll at AGM	25618030	19011294	74.211	19011294	-	100.000	-
		Promoter - Ballot by Post		-	-	-	-	-	-
		Total (A)	2,56,18,030	1,90,11,294	74.211	1,90,11,294	-	100.000	-
		Public - Institutions - E-Voting		-	-	-	-	-	-
		Public - Institutions - Poll at AGM	-	-	-	-	-	-	-
		Public - Institutions - Ballot by Post		-	-	-	-	-	-
		Total (B)	-	-	-	-	-	-	-
		Public - Non Institutions - E-Voting		41	0.001	41	-	100.000	-
		Public - Non Institutions - Poll at AGM	6346089	627140	9.882	627140	-	100.000	-
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-
Total (C)	63,46,089	6,27,181	9.883	6,27,181	-	100.000	-		
Total (A+B+C)	3,19,64,119	1,96,38,475	61.439	1,96,38,475	-	100.000	-		

For **VELAN HOTELS LIMITED**

M. Sriharsha
Company Secretary

S.R. BAALAJI B.Com., F.C.S.
PRACTISING COMPANY SECRETARY

September 29, 2018

REPORT OF SCRUTINIZER

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Managing Director / Chairman of the Meeting
Velan Hotels Limited
41 Kangayam Road
Tirupur – 641 604

Dear Sir,

I, S.R. BAALAJI, B.Com, FCS Practising Company Secretary, Coimbatore was appointed as Scrutinizer for the 28th (Twenty Eight) Annual General Meeting of the Equity Shareholders of "**Velan Hotels Limited**" held on 28th September 2018 at 12.05 p.m. at the registered office of the Company at : 41, Kangayam Road, Tirupur 641 604 for the purpose of scrutinizing the E-Voting process and Physical Ballot voting at the venue of the AGM in a fair and transparent manner and ascertaining the requisite majority on E-Voting and Physical Ballot voting at venue carried out as per section 108 of the Companies Act,2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 30th June, 2018 to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 28th Annual General Meeting of "Velan Hotels Limited" (Item No.1 (One) to 5 (Five) of the Notice of 28th Annual General Meeting of Velan Hotels Limited. The Members holding equity shares as on the cut-off date i.e. 21 September, 2018 were only considered for e-voting and for voting at the venue of the meeting.
2. The E-Voting period remained open from 09.00 AM on Tuesday, 25th September, 2018 upto 05.00 PM on Thursday, 27th September, 2018.
3. The Managing Director & Chairman of the Meeting, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Ballot Forms provided at the Meeting venue to all those members who were present at the Meeting but have not cast their votes by availing the remote e-voting.
4. After the conclusion of the Meeting, the Ballot Boxes were opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms.

5. The Votes cast through E-Voting were unblocked on 29th September, 2018 around 12.40 pm in the presence of two witnesses, namely Mr.K.Marimuthu and Mr.R.Sasidharan, who are not in employment of the Company.
6. In tune with the Instructions contained in the instructions given for e-voting sent along with the Notice dated 24th May, 2018 in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form voted at the venue), I have considered only E-Voting by not reckoning the voting done through Ballot Form.
7. I have collated the votes received through E-Voting process and Physical Ballot forms voted at venue and the same have been furnished hereunder.

Resolution	Mode	For			Against		
		No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1 Adoption of the Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the year ended on that date, the Cash Flow Statement and the Reports of Directors and Auditors thereon. (Ordinary Resolution)	E-Voting	2	41	100.000	0	0	0.000
	Ballot form at the AGM	50	19638434	100.000	0	0	0.000
	Total	52	19638475	100.000	0	0	0.000
2 Appointment of a Director in place of Mr.M.R.Gautham having DIN 00046187 who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	E-Voting	2	41	100.000	0	0	0.000
	Ballot form at the AGM	50	19638434	100.000	0	0	0.000
	Total	52	19638475	100.000	0	0	0.000
3 Appointment of a Director in place of Mrs. M.Sasikala having DIN 01452586, who retires by rotation and being eligible, offers herself for re- appointment. (Ordinary Resolution)	E-Voting	2	41	100.000	0	0	0.000
	Ballot form at the AGM	50	19638434	100.000	0	0	0.000
	Total	52	19638475	100.000	0	0	0.000
4 Re-appointment of Mr.E.V.Muthukumara Ramalingam (DIN: 00046166) as a Managing Director of the Company. (Ordinary Resolution)	E-Voting	2	41	100.000	0	0	0.000
	Ballot form at the AGM	50	19638434	100.000	0	0	0.000
	Total	52	19638475	100.000	0	0	0.000
5 To consider and determine the fees for delivery of any document through a particular mode of delivery to a member. (Ordinary Resolution)	E-Voting	2	41	100.000	0	0	0.000
	Ballot form at the AGM	50	19638434	100.000	0	0	0.000
	Total	52	19638475	100.000	0	0	0.000

8. Shareholding of Promoter / Promoter group has been computed proportionately on the basis of the public shareholding in the company in respect of all the resolution as per Order issued by SEBI in relation to the compliance by listed companies with the requirement of minimum public shareholding.



9. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 27th Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of Velan Hotels Limited, for safe custody.

Thanking you,

Yours faithfully,

S. R. Baalaji

**(S R BAALAJI)
SCRUTINIZER**

