



VELAN HOTELS LIMITED

Registered Office: 41, Kangeyam Road, Tirupur - 641 604
Tel: +91-0421- 431 1111; Fax: +91-0421-2424434;
Email: accounts@velanhotels.com; Website: www.velanhotels.com
GSTIN : 33AAACV8449H3Z3 / CIN : L55101TZ1990PLC2653

May 28, 2022

BSE Limited
Corporate Relationship Department
Floor No.25, P.J.Towers
Dalal Street
Mumbai 400 001

Dear Sir/ Madam

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2022- Reg

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2022, issued by Mr.S.Ganesh Viswanathan, Practicing Company Secretary.

Kindly take the same on record

Thanking you

Yours truly,
For VELAN HOTELS LIMITED

M. Srinivasan

M.SRINIVASAN
COMPANY SECRETARY



S.GANESH VISWANATHAN, M.Com., ACS
Practicing Company Secretary

**Secretarial Compliance Report of Velan Hotels Limited for the year
ended 31st March, 2022**

I, CS S.Ganesh Viswanathan, have examined:

- (a) all the documents and records made available to me and explanation provided by Velan Hotels Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of :
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there-under; and
 - ii. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there-under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not applicable during the period under review
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Not applicable during the period under review
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not applicable during the period under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not applicable during the period under review



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable during the period under review
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not applicable during the period under review
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued there-under and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued there-under, except in respect of matter specified below:-

Sr.No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1	Regulation 38 of SEBI(LODR) Regulations -2015	Public Shareholding in the Company is 19.85% instead of 25%	The Company has not complied with the Minimum Public Shareholding (MPS) requirement.
2	Regulation 31 of SEBI(LODR) Regulations -2015	Late submission of Shareholding Pattern for the quarter ended 30 th September, 2021 by nine days	NSDL suspended providing benpos data to the Company due to non-payment of Annual Custody Fee to NSDL within stipulated time. After payment of ACF, NSDL provided benpos data and hence there was delay in submitting the shareholding pattern with BSE Ltd by nine days.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued there-under in so far as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock



Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there-under:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if
1	BSE Ltd	Late submission of Shareholding Pattern for the quarter ended 30 th September, 2021 by nine days	BSE Ltd vide its e-mail dated 15-11-2021 directed the Company to pay Rs.21240 including GST towards fine for late submission of shareholding pattern for the quarter ended 30 th September, 2021.	1. The Company submitted the shareholding pattern for the quarter ended 30 th September, 2021 with BSE Ltd on 30/10/2021 vide Acknowledgement No.3010202111141731 2. The Company remitted the said fine of Rs.21240/- on 4/12/2021

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year Ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company has not complied with the minimum public shareholding requirement under Regulation 38 of SEBI (LODR) Regulations, 2015.	31/03/2019, 31/03/2020 and 31/03/2021	The Company is yet to comply with Minimum Public Shareholding requirement.	SEBI issued an Interim Order dt 4/6/13 and Final Order dated March 2, 2015 in the matter of non-compliance with the requirement of MPS. As informed by the Company, the promoters of the Company are taking steps to comply with the requirement of MPS.



2	The Chairman of the Board also chaired the Nomination & Remuneration Committee	31/03/2019	With effect from 10 th May, 2019 the Chairman of the Committee became an ordinary member and the other member in the committee was appointed as the Chairman of the Committee after receipt of letter No.LIST/COMP/R eg.27(2) & Reg.17 to 21/Mar-19/526755/37/2019-20 dated 2 nd May 2019 issued by BSE Ltd.	The Company reconstituted the Nomination & Remuneration Committee under the provisions of SEBI (LODR), Regulations, 2015 on 10 th May 2019.
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Place: Tirupur

Date: 28/05/2022

Signature



Name of the Practicing Company Secretary:

S GANESH VISWANATHAN

ACS No: 55207

CP.No: 20421

UDIN : A055207D000414324