



Hotels

VELAN HOTELS LIMITED

41, Kangayam Road, Tirupur - 641604.

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E-mail : info@velanhotels.com

Web : www.velanhotels.com

GSTIN : 33AAACV8449H3Z3

CIN : L55101TZ1990PLC002653

27/05/2019

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 31.03.2019
Reg

Ref: SEBI circular No.CIR/CFD/CMDI/ 27/2019 dated 8th February, 2019

With reference to the above subject and in terms of the SEBI circular vide: No.CIR/CFD/CMDI/27/2019 dated 8th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019, 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

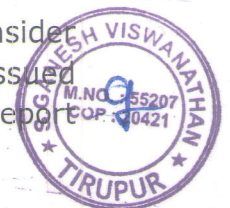
Secretarial Compliance Report of Velan Hotels Limited for the year ended
31st March, 2019

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 exchanges,
- (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, 2019 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars / guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:





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

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters 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-2015	Public Shareholding 19.85%	The Company has not complied with the minimum public shareholding requirement. SEBI issued Order dt 4/6/13 in relation to compliance with the requirement of MPS.
2	Regulation 19(2) of SEBI-LODR-2015	The Chairman of the Board also chairs the Nomination & Remuneration Committee	The Company has sought an exemption from compliance of corporate governance u/r 15(2) of SEBI-LODR in response to Ltr No.LIST / COMP / Reg.27(2) & Reg.17 to 21 / Mar-19 / 526755 / 37 / 2019-20 dt. 2 nd May 2019 issued by BSE Ltd

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our 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 thereunder:

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 any.
--- Not Applicable ---				






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

(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... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Being the first year, not applicable				

Place: Tirupur
Date: 25.05.2019


Signature
Name of the Practicing Company Secretary: S GANESH VISWANATHAN
ACS No: 55207
CP.No: 20421

