VELAN HOTELS LIMITED

Voting Results of the Business transacted at the 29th Annual General Meeting held on 27th September, 2019, as required under Regulation 44(3) of the Listing Regulations

| No.of shareholders attended the meeting through video conferencing Promoters and Promoter's Group Public | Promoters and Promoters Group Public | Date of AGM/EGM Total Number of Shareholders as on record date No.of shareholders present in the meeting either in person or proxy |
|--|--------------------------------------|--|
| N N | 7 | 27/09/2019 5,421 |
| | | |

| - | | | | | | | | 1 | | | | | | | | SLNO | T |
|------------|---------------|-----------|--|---|------------------------|---------------------------|--------------------|--|-------------------------------------|----------------------------------|--|---|---------------------------|------------------------|---------------------|---|---|
| | | | thereon. | בוויכרנסוז מווע אעמונסוז | Directors and Anditors | Statement and the Donorth | date the Cash Flow | for the year ended on that | Statement of Profit and Loss | as at ividicii st, 2019 and | and the second s | adoption of the Ralance Sheet Total (A) | Ordinary Resolution for | | | RESOLUTION | |
| | Total (A+B+C) | Total (C) | Public - Non Institutions - Ballot by Post | Fublic - Non institutions - Poll at AGM | | | Total (B) | Public - Institutions - Rallot by Post | Public - Institutions - Poll at AGM | Public - Institutions - E-Voting | Total (A) | of Total (A) | Promoter - Ballot by Post | Promoter - Poll at AGM | Promoter - E-Voting | Promoter/ Public | |
| 31,964,119 | 0,040,000 | 6 346 089 | | 6346089 | | 1 | | The State of the S | 1 | | 25,618,030 | 01 | | 25618030 | | No. of shares held (1) | |
| 19,672,357 | 200,400 | 000 100 | 1 | 629887 | 4202 | | 1 | | ı L | 1 | 19,038,268 | - | | 19038268 | ı | No. of votes polled (2) | 2 |
| 61.545 | 9.992 | | 1 | 9.926 | 0.066 | | 1 | | | | 74.316 | 1 | | 74.316 | | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | 3 |
| 19,668,857 | 630,589 | | | 629887 | 702 | 1 | 1 | 1 | | - | 19,038,268 | 1 | | 19038768 | 1 | No. of Votes in favour (4) | 4 |
| 3,500 | 3,500 | | | 0 | 3500 | • | | | | | | | | 0 | 1 | No. of Votes against (5) | 5 |
| 99.982 | 99,448 | | | 100.000 | 16.706 | | - | ſ | | | 100.000 | | T00.000 | 100 000 | 1 | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | 6 |
| 0.018 | 0.552 | | | | 83.294 | • | 1 | • | 1 | | • | 1 | 1 | | | % of Votes against on votes polled (7)=[(5)/(2)]*100 | 7 |

| 0.019 | 99.981 | 3,750 | 19,668,607 | 61.545 | 19,672,357 | 31,964,119 | 1000 (0.0.0) | A Trugura W |
|--------|---------|-------|------------|--------|------------|------------|--|--|
| 0.591 | 99,409 | 3,750 | 630,339 | 9.992 | 634,089 | 0,340,069 | Total (A+R+C) | N |
| 1 | 1 | | | | | 000 31/6 3 | Total (C) | |
| | | | | 1 | 1 | | Public - Non Institutions - Ballot by Post | OTELO |
| | 100.000 | 0 | 629887 | 9.926 | 629887 | 6346089 | P. FI: NOI HISHIGHOUS - POIL AL AGIN | |
| 89.243 | 10.757 | 3750 | 452 | 0.066 | 4202 | | Public - Non Institutions - E-Voting | appointment |
| | | , | 1 | | | | Public Non Institutions F Vistor | offers himself for re- |
| 1 | 1 | | | | | | Total (B) | rotation and being eligible. |
| | | | 1 | | | | Public - Institutions - Ballot by Post | o utuz/496), who retires by |
| | | | - | | 1 | , | - apric - mistrations - Foli at Agivi | 01007400 |
| E | | -1 | | | | 1 | Public - Institutions Poll at ACM | Mr.B.A.Madhusudhan (DIN- |
| | | | | | 1 | | Public - Institutions - E-Voting | appoint a pirector in place of |
| | 100.000 | | 19,038,268 | 74.316 | 19,038,268 | 25,618,030 | | Control of the Contro |
| T | • | 1 | - | 1 | | | To+2 (A) | Ordinary Resolution to |
| | 100:000 | | | | | | Promoter - Ballot by Post | |
| | 100 000 | 0 | 19038268 | 74.316 | 19038268 | 25618030 | FIGHIOLEI - FOII AL AGIVI | |
| 1 | | | 1 | , | ı | | Promoter - E-voting | |

| | | | | | | | | | | | | | 1000 | 1 | | | | | | | | | - | | | _ | | 1 | | | | | | | - | | | | | | _ |
|---------------|-----------|--|---|------------------------------------|-----------------------------------|-----------------------------|--|-------------------------------------|--------------------------------|------------|---------------------------|------------------------|---------------------|------------|---------------|-----------|--|---|--------------------------------------|-------------------------|-----------------------------|-----------------------------|----------------------------------|-------------------|--------------------------------|------------------------|---------------------|------------|---------------|-----------|--|---|--------------------------------------|------------------------------|--|-------------------------------------|--------------------------------|------------------------|---------------------------|------------------------|----------------------|
| | | | | | | | 5 | 7 | S | | | | | | | | - | | | | 4 | | | | | | | | | | | | | | u | | | | | | |
| | | | | | Director | 01864334) as an Independent | Mr.S.P.Sivanandam (DIN: | | Special Resolution to consider | | | | | | | | crossed the age of 75 years. | Executive Director who | noiding office as an Non- | bolding office as a No. | Director and continue to of | 00049804) as an Independent | Mr.P.Ganesan (DIN: | re-appointment of | Special Resolution to consider | | | | | | | appointment. | offers herself for re- | rotation and being eligible, | 01452586), who retires by | Mrs. M.Sasikala (DIN: | appoint a Director in place of | Ordinary Resolution to | | | |
| Total (A+B+C) | Total (C) | Public - Non Institutions - Ballot by Post | Public - Non institutions - Poll at AGM | Public Nor Institutions - E-Voting | Public Non Institutions Tillution | Total (B) | Public - Institutions - Ballot by Post | Public - Institutions - Poll at AGM | - | Total (A) | Promoter - Ballot by Post | Promoter - Poll at AGM | Promoter - E-Voting | | Total (A+B+C) | Total (C) | Public - Non Institutions - Ballot by Post | Public - Non Institutions - Poll at AGM | Public - Non Institutions - F-Voting | Total (B) | | | Public - Institutions - E-Voting | Total (A) | _ | Promoter - Poll at AGM | Promoter - E-Voting | | Total (A+B+C) | Total (C) | Public - Non Institutions - Ballot by Post | Public - Non Institutions - Poll at AGM | Public - Non Institutions - E-Voting | Total (B) | Public - Institutions - Ballot by Post | Public - Institutions - Poll at AGM | _ | | Promoter - Ballot by Post | Promoter - Poll at AGM | Floinotei - E-voting |
| 31,964,119 | 6,346,089 | | 6346089 | | | | | | | 25.618.030 | | 25618030 | | 31,304,115 | 31,000,089 | 000 346 3 | 0010000 | 6346089 | | | | | | 25,618,030 | | 25618030 | | CTT'+0C'TC | 31 064 110 | 6 246 000 | | 6346089 | | | | | | 25,618,030 | | 25618030 | |
| 19,672,357 | 634,089 | | 629887 | 4202 | 1 | | | | | 19 038 268 | 1 | 19038268 | 1 | 19,672,337 | 634,089 | 600 | 029001 | 620887 | | | | 1 | | 19,038,268 | | 19038268 | ı. | 19,072,357 | 534,089 | | 100770 | 670007 | 4202 | | 4 | - | - | 19,038,268 | | 19038268 | , |
| 61,545 | 9.992 | | 9.926 | 0.066 | | | 1 | | 77.040 | 7/27/2 | 1 | 74.316 | ı | 61.545 | 9,992 | | 9.926 | 0.066 | | | | | | 74.316 | 1 | 74.316 | 1 | 61.545 | 9,992 | | 9.920 | 0000 | 0.066 | , | | 1 | - | 74.316 | ı | 74.316 | |
| 19.668.607 | 630.339 | - | 629887 | 452 | 1 | ï | | | 10,000,000 | 10 000 060 | 1 | 19038268 | 1 | 19,668,607 | 630,339 | | 629887 | 452 | | | | | | 19.038 268 | | 19038268 | | 19,668,607 | 630,339 | 1 | 788679 | 10000 | 452 | | 1 | 1 | 1 | 19,038,268 | T | 19038268 | - |
| 3 750 | 3.750 | | 0 | 3750 | • | | 1 | | | | 1 | 0 | 1 | 3,750 | 3,750 | ı | 0 | 3750 | | | 1 | | | | | 0 | 1 | 3,750 | 3,750 | - | 0 | 07.00 | 3750 | | | | • | • | - | 0 | |
| 99 981 | 99 409 | | 100,000 | 10.757 | | | , | 1 | דטטיטטד | | 1 000 | 100,000 | 1 | 99.981 | 99.409 | | 100.000 | 10.757 | • | - | | - | T00.000 | 100 000 | 1 000 | 100.000 | | 99.981 | 99,409 | 1 | 100.000 | /C/.OT | 10 757 | | | 1 | 1 | 100,000 | 1 | 100.000 | |
| 0.000 | 0 501 | i | | 89.243 | • | 1 | | | ı | | | - | | 0.019 | 0.591 | 1 | | 89.243 | | | 4 | | | | | 1 1 | | 0.019 | 0.591 | 1 | | 89.243 | | | | | | • | | ï | |



| 0 501 | 99,409 | 3,750 | 630,339 | 1.984 | 634,089 | 31,964,119 | וסומו (אדטדר) | |
|--------|-----------|-------|------------|---------|------------|------------|--|-------------------------------|
| 0.591 | 99,409 | 3,750 | 630,339 | 9.992 | 634,089 | 6,346,089 | Total (A+B+C) | |
| p | 1 | | | | | | Total (C) | |
| | 10000 | | , i | 1 | 1 | , | Public - Non Institutions - Ballot by Post | |
| | 100 000 | 0 | 629887 | 9.926 | 629887 | 6346089 | Public - Non Institutions - Poll at AGM | |
| 89.243 | 10.757 | 3750 | 452 | 0.066 | 4202 | | rubilc - Nori institutions - E-Voting | |
| | • | | i | • | 1 | 1 | Public Nion Institution Taylor | |
| - | 1 | , | - | 4 | | | Total (B) | Party Transanction. |
| | | | | | | | Public - Institutions - Ballot by Post | consider to enter Related |
| | í. | | 1 | 1 | 1 | | Public - Institutions - Poll at AGM | Ordinary Resolution to |
| | | | 1 | | ı | | Public - Institutions - E-Voting | |
| 1 | | | | | | 25,618,030 | Total (A) | |
| - | - Table 1 | | 1 | 1 | 1 | | Floriloter - Ballot by Post | |
| | • | ï | 1 | | 1 | 720278730 | Promoter Foliat AGM | |
| ı | ï | 1 | , | F | E | 25020 | Promoter - Poll at AGM | |
| | | | | | | | | |
| 0.019 | 99,981 | 3,750 | 19,668,607 | 61.545 | 19,672,357 | 31,964,119 | TOTAL (ATBTC) | |
| 0.591 | 99.409 | 3,750 | 630,339 | 9.992 | 634,089 | 6,346,089 | Total (A.B.C) | |
| | - | | 1 | ı | 1 | | Total (C) | |
| | T00.000 | 0 | 189679 | 5.520 | 00000 | | Public - Non Institutions - Ballot by Post | |
| 2.60 | +0.707 | 0.00 | 2000 | 2500 | 78807 | 6346089 | Public - Non Institutions - Poll at AGM | |
| CVC 08 | 10 757 | 3750 | 452 | 0.066 | 4202 | | Public - Non Institutions - E-Voting | |
| | ı | , | 1 | | 1 | | Total (B) | immovable assets. |
| | | | | | | | Public - Institutions - Ballot by Post | sale of movable and |
| | | 1 | 1 | í. | i | | Special Resolution to consider Public - Institutions - Poll at AGM | special Resolution to conside |
| | | 1 | 1 | 1 | - | | Public - Institutions - E-Voting | |
| | 100.000 | • | 19,038,268 | 74.316 | 19,038,268 | 25,618,030 | Total (A) | |
| ı | | | 1 | | Ŧ | | Promoter - Ballot by Post | |
| 1 | 100.000 | 0 | 19038268 | .74.316 | 19038268 | 25618030 | Promoter - Poll at AGM | |
| | 1 | | - | - | 1 | | o | |





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

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 Velan Hotels Limited 41 Kangayam Road Tirupur – 641 604

Dear Sir,

I, S.Ganesh Viswanathan, M.Com, ACS, Practicing Company Secretary, Tirupur was appointed as Scrutinizer for the 29th (Twenty Nine) Annual General Meeting of the Equity Shareholders of "Velan Hotels Limited" held on 27th September 2019 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 02nd August, 2019 to vote on the proposed 7 (SEVEN) Resolutions as mentioned in the Notice of the 29th Annual General Meeting of "Velan Hotels Limited" (Item No.1 (One) to 7 (Seven) of the Notice of 29th Annual General Meeting of Velan Hotels Limited. The Members holding equity shares as on the cut-off date i.e. 20th September, 2019 were only considered for e-voting and for voting at the venue of the meeting.
- The E-Voting period remained open from 09.00 AM on Tuesday, 24th September, 2019 upto 05.00 PM on Thursday, 26th September, 2019.
- 3. The Chairman, 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 physical ballot forms were diligently scrutinized and reconciled with the records maintained the Registrar and Transfer Agents of the Company. I thereafter first counted the votes can the Meeting through these Ballot Forms.

51A, Municipal Office Street, TIRUPUR - 641 604.

F-Mail: sampan36@gmail.com

MOB: 80564 51511

- The Votes cast through E-Voting were unblocked on 28th September, 2019 around 12.21 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 30th May, 2019 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.
- I have collated the votes received through E-Voting process and Physical Ballot forms voted at venue and the same have been furnished hereunder.

| SI. No | Resolution | Mode | | For | 38 | | Against | |
|-----------|--|---------------------------|----------------------|----------------|---------|----------------------|----------------|--------|
| 1 | 1 | | No.of Memb ers | No.of Votes | % | No.of Memb ers | No.of Votes | % |
| | Ordinary Resolution for adoption of the Balance Sheet as at March 31, | E-Voting | 3 | 702 | 16,706 | 2 | 3500 | 83.294 |
| 1 | 2019 and Statement of Profit and Loss for the year ended on that date, the Cash Flow Statement and the | Ballot form at the AGM | 37 | 19668155 | 100.000 | 0 | _0 | 0.000 |
| | Reports of Directors and Auditors thereon. | Total | 40 | 19668857 | 99.982 | 2 | 3500 | 0.018 |
| | Ordinary Resolution to appoint a Director in place of | E-Voting | 2 | 452 | 10.757 | 3 | 3750 | 89.243 |
| 2 | Mr.B.A.Madhusudhan (DIN: 01027496), who retires by rotation and being eligible, offers himself for | Ballot form at the AGM | 37 | 19668155 | 100.000 | 0 | 0 | 0.000 |
| | re- appointment. | Total | 39 | 19668607 | 99.981 | 3 | 3750 | 0.019 |
| | Ordinary Resolution to appoint a | E-Voting | 2 | 452 | 10.757 | 3 | 3750 | 89.243 |
| 3 | Director in place of Mrs. M.Sasikala (DIN: 01452586), who retires by rotation and being eligible, offers | Ballot form at the AGM | 37 | 19668155 | 100,000 | 0 | 0 | 0.000 |
| | herself for re- appointment. | Total | - 39 | 19668607 | 99.981 | 3 | 3750 | 0.019 |
| T. | Special Resolution to consider re- appointment of Mr.P.Ganesan (DIN: | E-Voting | 2 | 452 | 10.757 | 3 | 3750 | 89.243 |
| 4 | 00049804) as an Independent Director and continuation of holding office as an Non-Executive Director | Ballot form at the AGM | 37 | 19668155 | 100.000 | 0 | 0 | 0.000 |
| | who crossed the age of 75 years. | Total | 39 | 19668607 | 99.981 | 3 | 3750 | 0.019 |
| - | Special Resolution to consider re- | E-Voting | 2 | 452 | 10.757 | 3 | 3750 | 89.24 |
| 5 | appointment of Mr.S.P.Sivanandam (DIN: 01864334) as an Independent Director. | Ballot form at the AGM | 37 | 19668155 | 100.000 | 0 | 0 | 0.00 |
| | parector, | Total | 39 | 19668607 | 99,981 | 3 | 3750 | 0.01 |
| | Special Resolution to consider sale of | E-Voting | 2 | 452 | 10.757 | 3 | 3750 | 89.24 |
| 6 | movable and immovable assets. | Ballot form at the AGM | | 19668155 | 100.000 | 0 | 9 | A 0.00 |

| | | Total | 39 | 19668607 | 99.981 | 3 | 3750 | 0.019 |
|---|---|---------------------------|----|----------|---------|---|------|--------|
| | 100 | E-Voting | 2 | 452 | 10.757 | 3 | 3750 | 89.243 |
| 7 | Ordinary Resolution to consider to enter into Related Party Transanction. | Ballot form at the AGM | 30 | 629887 | 100.000 | 0 | 0 | 0.000 |
| | 4 | Total | 32 | 630339 | 99.409 | 3 | 3750 | 0.591 |

- 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 29th 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.GANESH VISWANATHAN) **SCRUTINIZER**

CS S. O. SH VISWANATHAN, M.Com.,ACS. Practicing Company Secretary, M.NO.: 55207 COP 20421 51A, Municipal Office Street, TIRUPUR - 641 604.