



VELAN HOTELS LIMITED

Registered Office: 41, Kangayam Road, Tirupur – 641 604

Place of Business : SF No : 36 & Door No.41 E & F, K.G.Pudur,
Kangayam Road, Tirupur 641 604 – Tamilnadu Tel: +91-0421- 431 1111;

Email: accounts@velanhotels.com; **Website:** www.velanhotels.com

CIN : L55101TZ1990PLC002653 / GSTIN: 33AAACV8449H5Z1

Postal Ballot Notice

NOTICE IS HEREBY GIVEN to the Shareholders of Velan Hotels Limited (“the Company”) pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (collectively the ‘MCA Circulars’) and any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), that the resolutions as set out in this Notice are proposed to be passed by the shareholders through postal ballot by way of remote voting (“e-voting”) process.

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

In terms of the requirements specified in the MCA Circulars, the postal ballot notice along with the instructions for e-voting is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Shareholders to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-voting facility to its Shareholders. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.velanhotels.com

The voting through electronic means will commence on Wednesday, 21st January 2026 at 9:00 A.M. (IST) and will end on Thursday, 19th February 2026 at 5:00 P.M. (IST).

Shareholders are requested to read carefully the instructions specified in the postal ballot notice and to cast your vote through the remote e-voting process not later than 5.00 P.M. (IST) on Thursday, 19th February 2026 to be eligible for being considered, failing which it will be strictly considered

that no vote has been received from the concerned shareholder. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors, has appointed Mr. S.Ganesh Viswanathan (FCS 12727/CP-20421), Practicing Company Secretary to act as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting.

Based on the Scrutinizer's Report, the Results of the Postal Ballot through e-voting will be declared on or before Monday, 23rd February 2026 at the Registered Office of the Company. The declared Results, along with the Scrutinizer's Report, will be available on the Company's website www.velanhotels.com and will also be displayed at the registered office of the Company. The results will be simultaneously forwarded to BSE Limited ("BSE") . A copy of the result will also be forwarded to CDSL engaged by the Board of the Directors of the Company for facilitating e-voting, for displaying these Results on its website.

The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for e-voting i.e. Thursday, 19th February 2026.

SPECIAL BUSINESS:

Item No.1

Subject:

To consider the sale of assets of the Company under Section 180(1)(a) of the Companies Act 2013, and in this regard to consider, if thought fit, to pass, the following resolutions as a Special Resolution:

Resolution:

“RESOLVED THAT in supersession of all earlier resolutions passed by the members of the Company in this regard and pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 and Rules made there-under and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof), and pursuant to the provisions of Regulations 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and other applicable laws / statutory provisions, if any and subject to the necessary approvals, consents, permissions and sanctions, if any, of any relevant statutory, regulatory or government authorities, Company's lenders / Bankers and/or other institutions or bodies, Asset Reconstruction Company(ies) (ARCs) or/ and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, the consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereto) for sale of the following properties held by the Company together with all specified tangible in the Schedule of Property - A, including land, building, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company by way of one or more transactions to one or more persons / bodies corporate(s) / entity(s) not being "related parties" as defined under the Act and/or the Listing Regulations for an aggregate consideration not

exceeding INR 45 Crores and at such time and in such manner whether by way of business transfer or otherwise to one or more purchasers (not being Related Parties) on such terms and conditions and with such modifications as may be required as the Board, may, in its absolute discretion, deem fit and appropriate in the interests of the Company;”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director / Authorised Representative of the Company, without being required to seek further consent from the Shareholders and that the Shareholders shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

SCHEDULE OF PROPERTY - A

Property No.1:-

In Tirupur Registration District, Tirupur Joint II Sub Registration District, Tirupur South Taluk, Tirupur Corporation, Kangayam Road, Tirupur Village, S.F.No.41, T.S No 8/2, Ward No -'G', and Block No. 3, measuring acres 5.04 in this a specific extent of acres 0.94 of land measuring East-West 171 ft and North-South 242 ft on the East, 237 ft on the West, situated North of Kangayam Road, South of the property in S.F.No.37 of vendor's land, East-West of Other lands of vendor in S.F No.41 belonging to Mr.E.V.Muthukumara Ramalingam.

The above Property is in Old Ward-G, Block No.3.T.S.No.8/2 Part. As per Re-Survey, the Property Situated in Present T.S Ward-E (1.Tirupur), Block No.21, T.S.No.29/1, As Per Guide Line Ward -G.

Property No.2:-

In Tirupur Registration District, Tirupur Joint II Sub Registration District, Tirupur South Taluk, Tirupur Corporation, Kangayam Road, Tirupur Village, S.F.No.37, T.S No 6, Ward No -'G', and Block No. 3, measuring acre 3.88 in this a specific extent of acres 1.27 of land measuring East-West 171 ft and North-South 322 ft on the East, 327 ft on the West, situated North of property situated in S.F.No 41, South of the property in S.F.No.37 of vendor's land, East of the property in S.F.No 36, and West of the property S.F.No 38 In Total Acres 2.21 of land comprised in S.F No 41, corresponding T.S.No.8/2, Ward No.'G', and Block No.3 and S.F No.37 corresponding T.S.No.6, Ward No.'G', and Block No.3 with buildings constructed thereon Known as "Velan Hotel" bearing door no.41,72(5)/41A, and 72(6)/41B with drinking water and electrical connections, fittings and appurtenances thereon.

The above Property is in Old Ward-G, Block No.3, T.S.No.8/2 Part. As per Re-Survey, the Property Situated in Present T.S Ward-E (1.Tirupur), Block No.21, T.S.No.28/1, As Per Guide Line Ward -G.

(Detailed description as document Nos. 2722/1991 & 2721/1991).

(The above Survey Numbers may be changed as per orders of any relevant statutory, regulatory or government authorities from time to time).

Item No.2

Subject :

To consider the sale of assets of the Company under section 180(1)(a) and 188 (1) (a) of the Companies Act 2013, and in this regard to consider, if thought fit, to pass, the following resolutions as a Special Resolution:

Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at the 35th Annual General Meeting held on 27th September 2025 and pursuant to provisions of Section 180(1)(a) and Section 188 (1) (a) of the Companies Act, 2013 and Rules made there-under and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and pursuant to the provisions of Regulations 2(1)(zc), 23(4) and 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and the Board, consent of the members of the Company be and is hereby accorded to the proposed contract / arrangement / transaction between the Company and its Executive Director Mr.M.R.Gautham @ Mr.Muthukumararamalingam Gautham and/or Mr.G.Thannvheer, a member and immediate Relative of Promoter Group (the related parties) or any other willing purchaser(s) (not being a related party) for effecting the sale of lands as more-fully described hereunder in Schedule of Property – B as the Company may think fit, in its absolute discretion, on such terms and conditions as may be mutually agreed between the Company and related parties / willing Purchaser as briefly mentioned in the explanatory statement to this resolution”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

SCHEDULE OF PROPERTY - B

Property No.1

In Tirupur Registration District,Tirupur Joint II Sub Registration District, Tirupur South Taluk,Tirupur Corporation,Kangayam Road,Tirupur Village, Resurvey Ward G,Block no.3.in this

S.F.No. 35- T.S No.4/4 (part),

S.F.No. 36- T.S No.4/5 (part), 4/6 (part),5/1A (part),

S.F.No. 41- T.S No.4/3 , 4/7 (part),

S.F.No. 43- T.S No.4/2 (part), 3/3A (part),3/4A (part),

All that piece and parcel of land measuring 49,942 Sq. Ft. Northern part from and out of larger land measuring 1 Acre 95 Cents or 7891.30 sq.mtr in above and comprised in old S.F.Nos. 35, 36, 41 and 43 is bounded on the:

North of	..	30 feet East West Road,
South of	..	Avenue Supermarts Ltd,
East of	..	Property sold by Mr.R.V.E.Venakatachala gounder,
West of	..	40 feet South-North Scheme road,

within this admeasuring As per present Resurvey

On the Northern side East-West	..	73.9 Meter,
On the Southern Side East-West	..	63.7 Meter,
On the Eastern side North-South	..	62.6 Meter,
On the Western side North-South	..	59.7 Meter,

In this Northern part land measuring 49,942 sq.ft as per document. As per present Resurvey, 45302.40 sq.ft of vacant land and to use the all roads relating to the property.

The above Property is in Old Ward-G, Block No.3, T.S.No. 4/4 (part), 4/6 (part),5/1A (part),4/3, 4/7(part),4/2(part),3/3A(part),3/4A(part). As per Re-Survey the Property Situated in Present T.S Ward-E (1.Tirupur), Block No.21, T.S.No.21/1 and 25/1 As Per Guide Line Ward -G.

Property No.2

In Tirupur Registration District,Tirupur Joint II Sub Registration District, Tirupur South Taluk, Tirupur Corporation, Kangayam Road,Tirupur Village, S.F.No.36, as per Old Resurvey T.S No.5/1, Ward no -'G',and Block No.3, in this an extent of 36,300 sq.ft., vacant land situated within the following boundaries:

North of	..	T.S.No.5/2,
South of	..	30 Feet Road in T.S.No.5/1,
East of	..	Property belongs to Mr.E.V.Muthukumara Ramalingam in T.S.No. 5/1,
West of	..	Property belonging to Gautham Muthukumara Ramalingam (alis Eswara Karthikeya Gautham).

within this admeasuring

On the Northern side East-West	..	120 feet,
On the Southern Side East-West	..	120 feet,
On the Eastern side North-South	..	310 feet,
On the Western side North-South	..	295 feet,

Thus Totalling an extent of 36,300 sq.ft or 3372.35sq.mtr., of vacant land and to use the all roads relating to the property.

The above Property is in Old Ward-G, Block No.3, T.S.No.5/1 Part. As per Re-Survey, the Property Situated in Present T.S Ward-E (1.Tirupur), Block No.21, T.S.No.25/4, As Per Guide Line Ward -G.

Property No.3:-

In Tirupur Registration District, Tirupur Joint II Sub Registration District, Tirupur South Taluk, Tirupur Corporation, Kangayam Road, Tirupur Village, S.F.No.41, as per Old Resurvey T.S No. 8/2, Ward No -'G', and Block No.3, in this north eastern side an extent of 1730 sq.mtr., vacant land situated within the following boundaries:-

North of	..	Property belongs to Mr. E. V. Muthukumara Ramalingam in T.S.No.8/2,
South of	..	T.S.No.7/2,
East of	..	Property belongs to Mr. E. V. Muthukumara Ramalingam in T.S.No 8/2,
West of	..	T.S.No.9/6,

within this admeasuring

On the Northern side East-West	..	28.6 Meter, cross 50 Meter,
On the Southern Side East-West	..	82.0 Meter,
On the Eastern side North-South	..	27.7 Meter,
On the Western side North-South	..	22.0 Meter,

Thus Totalling an extent of 1730 sq.mtr of vacant land and to use the all roads relating to the property.(Detailed description as document no 917/2012).

The above Property is in Old Ward-G, Block No.3, T.S.No.8/2 Part. As per Re-Survey, the Property Situated in Present T.S Ward-E (1.Tirupur), Block No.21, T.S.No.32 and 33 as Per Guide Line Ward - G.

(The above Survey Numbers may be changed as per orders of any relevant statutory, regulatory or government authorities from time to time)

**By the order of the Board of Directors
For Velan Hotels Ltd
E.V.Muthukumara Ramalingam
Managing Director
DIN : 00046166**

Place : Tirupur
Date : 14/01/2026

NOTES:

1. An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with SEBI (Listing Regulations), 2015 and Secretarial Standards (SS-2) in respect of the Special businesses set out above are annexed hereto.
2. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only
3. For the purpose of providing remote e-voting facility, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting and enabling the Shareholders to cast their votes electronically.
4. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.velanhotels.com, website of BSE Limited (BSE) and on the website of CDSL at www.evotingindia.com.
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.velanhotels.com under Investor Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office of the Company during business hours. Shareholders can inspect the same by writing an e-mail to the Company at investorrelations@velanhotels.com
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper circulated in Tamilnadu and one English Newspaper and shall be hosted at the Company's website at www.velanhotels.com
7. The voting through electronic means will commence on Wednesday, 21st January 2026 at 09:00 A.M. (IST) and will end on Thursday, 19th February 2026 at 05:00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolutions are cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
8. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.
9. The Shareholders whose e-mail address is not registered with the Company/Depositories by giving details of folio number, e-mail address and self-attested copy of PAN card to investorrelations@velanhotels.com on or before 05:00 p.m. (IST), 05th February 2026. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Shareholders on or before 05:00 p.m. (IST), 05th February 2026.
10. In compliance with the MCA circulars, the Postal Ballot notice along with the Explanatory Statement is being sent by electronic mode to those shareholders, whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 16th January 2026 whose e-mail Ids are registered with the Company/ Registrar and Share Transfer Agent ('RTA') or with the Depository Participants. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 16th January 2026. A person who is not a Member as on the cut-off date should treat this Notice for informational purposes only.

11. Shareholders are not entitled to exercise their vote by proxy on Postal Ballot.
12. The Board of Directors of the Company has appointed Mr. S.Ganesh Viswanathan (FCS 12727/CP-20421), Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot including E-voting process in a fair and transparent manner.
13. The Scrutinizer will submit the report to the Chairman & Managing Director after completion of the scrutiny and the results of the postal ballot including e-voting will be announced by the Chairman & Managing Director or by any Director of the Company or any KMP as may be authorized by the Chairman & Managing Director on or before Monday, 23rd February 2026, at the Registered Office of the Company. The results along with the Report will be displayed at the registered office of the Company and will be posted on the website of the Company at www.velanhotels.com, besides communicating to BSE Ltd where the shares of the Company are listed. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e., Thursday, 19th February 2026. The Scrutinizer's decision on the validity of electronic voting shall be final.
14. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, 21st January 2026 @ 9.00 A.M. and ends on Thursday, 19th February 2026 @ 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th January 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and

convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Velan Hotels Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorrelations@velanhotels.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@velanhotels.com / investor.helpdesk@in.mpms.mufg.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102, 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER READ WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2)

Item No.1

Shareholders may be aware that the Company's account was classified as NPA by Allahabad Bank and Andhra Bank during March 2014 and May 2014 respectively. During March 2017, the entire debts of the Company alongwith all underlying security interest, all rights, title & benefits were assigned to M/s. RARE Asset Reconstruction Limited (RARE ARC) (previously known as Raytheon Asset Reconstruction Company) under the applicable provisions of the SARFAESI Act by the said bankers.

By the said assignment, Hotel property along-with Maintenance Area Land at Tirupur have been in symbolic possession of or mortgage with RARE ARC under provisions of the SARFAESI Act and rules framed there-under.

As per terms of One-Time Settlement offer accepted by RARE ARC, a major portion of the company's dues were settled with / remitted to RARE ARC from the proceeds of the sale of assets of the Company. To settle the balance outstanding with the said ARC, the Company placed an enabling resolution before the shareholders of the Company for their approval to monetize the assets of the Company via this Postal Ballot. This enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the sale of the assets.

Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 w.e.f 14th June 2023 provides that the Board of Directors of a company cannot sell , lease or disposal of an undertaking outside Scheme of Arrangement without the prior approval of shareholders of the Company by way of a special resolution. However, such a special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

The object of and commercial rationale for carrying out such sale / disposal of assets of the Company and use of proceeds arising therefrom is to pay outstanding debts of the Company to RARE ARC.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in this resolution.

No public shareholder shall vote on the resolution if he/she/they is/are a party, directly or indirectly, to such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company.

The Board recommends a special resolution set out at Item No.1 of the Notice for shareholders' approval of the Company.

Item No.2

The Members at their 35th Annual General Meeting held on 27th September 2025, had accorded their consent and authorized the Board of Directors to sell or otherwise dispose of the Company's assets and/or properties including the whole or substantially the whole of the Company's undertaking or undertakings to the Related parties or other willing purchasers (non-related parties) in terms of Section 180(1)(a) and 188 (1) (a) of the Companies Act 2013. The fresh resolutions incorporating revised Survey Numbers and other related details are now placed before the shareholders of the Company for their approval.

To pay the debts of the Company to RARE Asset Reconstruction Limited in terms of the OTS, Mr.E.V.Muthukumara Ramalingam, Managing Director, Shree Vallee Enterprises Pvt Ltd, An Associate Company and Mr.M.R.Gautham, Executive Director of the Company have provided the un-secured loan to the Company to the tune of Rs.3612.25 lakhs as of 31st March 2025. Considering the financial position of the Company and its inability to repay the said unsecured loan to them, in the opinion of the Board, the sale of properties of the Company to them or their nominees i.e. their immediate relatives is the only option to settle their dues.

The Company may sell the properties to any of the willing purchaser(s) or to the related parties as it may deem beneficial to the Company.

Accordingly, Mr.Muthukumararamalingam Gautham @ Mr.M.R.Gautham, Executive Director (Promoter Group) and Mr.G.Thannvheer, an Immediate Relative and a member of Promoter Group, being the related party(ies) with whom the Company may happen to enter into transaction(s) / contract(s) / arrangement(s) / agreement(s) relating to the sale of assets / properties of the Company Hence, Resolutions No. 2 is placed for approval of public shareholders.

Under the provisions of Section 188 of the Companies Act,2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of a resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule'15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

The aggregate of such transaction(s) is likely to cross the applicable materiality thresholds as provided in Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangement(s) / transaction(s) / contract(s) proposed to be undertaken by the Company with the related parties mentioned in the resolution whose value may be beyond the materiality threshold as provided in Regulation 23 of the SEBI Listing Regulations, considering the best interest of the Company.

The Audit Committee of the Company has conducted its independent evaluation of the material

terms of the proposed transaction(s) with the Related Parties in accordance with the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated October 13, 2025. After a detailed review about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company, the Committee has confirmed that the transaction is being executed at an arm’s length and is in ordinary course of business, in complete compliance with applicable regulations and industry standards and comparable with transactions with unrelated parties. The Committee has also reviewed and taken note of the certificate placed before it, signed by the Managing Director and the Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) to be undertaken with the related parties are in the interest of the Company.

The Audit Committee reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members. The Board, therefore, seeks approval of the Shareholders for the said transaction.

The mandatory disclosure which is required to be made to the Shareholders in accordance with the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated October 13, 2025 is annexed to this Notice.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Particulars	Remarks
Name of the Related Party and relationship with the Company including nature of its concern or interest (financial or otherwise)	1. Mr.Muthukumararamalingam Gautham @ Mr.M.R.Gautham, Executive Director & a member of Promoter Group
	2. Mr.G.Thannvheer, an Immediate Relative & a member of the Promoter Group.
Name of the KMP or director who is relative thereof	Mr.E.V.Muthukumara Ramalingam, Managing Director and Mrs.M.Sasikala, Non-Executive-Non-Independent Director of the Company are husband and wife and parent of Mr.M.R.Gautham, Executive Director. Mr.G.Thannvheer is son of Mr.M.R.Gautham, Executive Director They and their relatives may be concerned and interested in the proposed transactions to the extent of their directorship or the number of shares held by them in the Company
Nature, material terms, and particulars of the contract or arrangements;	Nature of transaction : Sale of vacant lands of the Property
Tenure of the proposed transaction	12 months from the date of approval of shareholders of the Company through Postal Ballot
Value of the proposed transaction	Not exceeding INR 40 Crores

Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	As the Company's operation halted since Mar 2020, the annual turnover of the Company is zero or negligible, the percentage that is represented by the value of the proposed RPTs cannot be quantified.
Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
Justification for why the proposed transaction is in the interest of the Company	Mr.E.V.Muthukumara Ramalingam, Managing Director, and Mr.M.R.Gautham, Executive Director of the Company have provided the un-secured loan to the Company to the tune of Rs.2047.25 lakhs as of 31 st March 2025. Besides, the unsecured loan of Rs.1565 lakh provided by Shree Vallee Enterprises Pvt Ltd as of 31 st March 2025 to settle the outstanding debt to RARE ARC as per terms of OTS. Considering the current situation, the Company is not in position to repay the unsecured loan immediately or near future. The sale consideration will be adjusted against the unsecured loan of Directors / Associate Company. The Board is of the opinion that the aforesaid proposal is in the best interest of the Company
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary?, If yes, provide the specified details as below:	No
Details of the source of funds in connection with the proposed Transaction	Not applicable
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
If the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable

A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	The valuation report is required only, if an arrangement with a director of the company, in terms of which such person acquires or is to acquire assets for consideration other than cash, from the company. In other cases, the Valuation Report will be obtained and will be placed before the Audit Committee before the sale is executed.
Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	As mentioned above
Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements), 2015 (Second Amendment) Regulations, 2023 w.e.f 14th June 2023 provides that the Board of Directors shall not sell, lease or dispose an undertaking outside Scheme of Arrangement without the approval of public shareholders by way of a special resolution. Such a special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

The object of and commercial rationale for carrying out such sale / disposal of assets of the Company and use of proceeds arising there-from is to pay outstanding unsecured loan of the Company to the said Related parties.

Mr.E.V.Muthukumara Ramalingam, Managing Director, Mrs.M.Sasikala Non-Independent Director, and Mr..M.R.Gautham, Executive Director, being related to one another are concerned or interested in this resolution. The respective relatives of the above Directors also may be deemed to be concerned or interested in the resolution.

Except the Directors stated above, no other Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financial or otherwise in the Resolution.

The Board recommends the special resolutions set out at Item No.2 of the Notice for public shareholders' approval of the Company (i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties).

Disclosure in accordance with Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated October 13, 2025.

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	1. Mr.Muthukumararamalingam Gautham @ Mr. M.R.Gautham 2. Mr.G.Thannvheer
2.	Country of incorporation of the related party	Indian (Individual)
3.	Nature of business of the related party	Not applicable
4.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party.	Mr.M.R.Gautham is a member of Promoter Group and Executive Director of the Company Mr.G.Thannvheer is an immediate relative to the promoter group of the Company
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Not applicable
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Mr.M.R.Gautham representing 20.09% shareholding in the Company and 54.91% shareholding held by other promoter group & his immediate relatives. Mr.G.Thannvheer holds Nil shares in the Company. Other promoters group & his immediate relatives holding 75% shareholding in the Company
7.	Standalone turnover of the related party for each of the last three financial years:	Not applicable
	FY 20xx-20xx	Nil
	FY 20xx-20xx	Nil
	FY 20xx-20xx	Nil
8.	Standalone net worth of the related party for each of the last three financial years:	Nil
	FY 20xx-20xx	Nil
	FY 20xx-20xx	Nil
	FY 20xx-20xx	Nil

S. No.	Particulars of the information	Information provided by the management	
9.	Standalone net profits of the related party for each of the last three financial years:	Nil	
	FY 20xx-20xx	Nil	
	FY 20xx-20xx	Nil	
	FY 20xx-20xx	Nil	
A(4). Details of previous transactions with the related party			
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.		
<i>Year</i>	<i>Nature of Transaction</i>	<i>Amount In Lakh</i>	<i>Remarks</i>
2022-23	Provided Unsecured Loan to the Company	(63.52)	Repayment of Loan by the Company
2023-24	Provided Unsecured Loan to the Company	(121.43)	Repayment of Loan by the Company
2024-25	Provided Unsecured Loan to the Company	760.39	Receipt of Loan by the Company
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Provided the Unsecured Loan to the Company upto 30 th September 2025 is Rs.6.79 Lakh	
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not applicable	
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Not applicable	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	

S. No.	Particulars of the information	Information provided by the management
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	As the Company's operation halted since March 2020, annual consolidated turnover of the Company was near zero or negligible, (Rs.17,500) the percentage that is represented by the value of the proposed RPTs cannot be quantified as of now.
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not applicable
B. Details for specific transactions		
B(1). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Properties of the Company to the Related parties
2.	Details of the proposed transaction	Mr.E.V.Muthukumara Ramalingam, Managing Director, and Mr.M.R.Gautham, Executive Director (the Related parties) of the Company have provided the unsecured loan to the Company to the tune of Rs.2047.25 lakhs as of 31 st March 2025 to settle the debts of the Company to RARE Asset Reconstruction Limited in terms of the OTS offer. Besides, the unsecured loan of Rs.1565 lakh provided by M/s.Shree Vallee Enterprises Pvt Ltd, an Associate Company as of 31 st March 2025. Considering the financial position of the Company and its inability to repay the said unsecured loan to them, the sale of the Company's properties to them or their nominees is the only option to settle their dues.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months from the date of passing of the resolution through Postal Ballot
4.	Indicative date / timeline for undertaking the transaction	Before February 2027

S. No.	Particulars of the information	Information provided by the management
5.	Whether omnibus approval is being sought?	Not applicable
6.	<p>Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.</p> <p>If omnibus approval is being sought, the maximum value of a single transaction during a financial year.</p>	<p>Not exceeding INR 40 Crores</p> <p>No approval has been sought for transactions which will be executed over a period extending beyond 12 months</p> <p>Since the nature of the proposed transaction is not a repetitive RPT, omnibus approval is not being sought.</p>
7.	<p>Whether the RPTs proposed to be entered into are:</p> <p>(i) not prejudicial to the interest of public shareholders, and</p> <p>(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	<p>Certificates obtained from Mrs.R.Lalitha, CFO of the Company and also from Mr.E.V.Muthukumara Ramalingam, Managing Director (promoter director) of the Company.</p>
8.	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>	<p>Mr.E.V.Muthukumara Ramalingam, Managing Director and Mr.M.R.Gautham, Executive Director of the Company provided the un-secured loan to the Company to the tune of Rs.2047.25 lakhs as on 31st March 2025 to settle the outstanding debt to RARE ARC as per terms of OTS. Besides the unsecured loan of Rs.1565 lakh provided by M/s.Shree Vallee Enterprises Pvt Ltd, an Associate Company. Since no commercial operation since March 2020 and considering the current situation, the Company is not in position to repay the unsecured loan immediately or near future.</p> <p>The Audit Committee and the Board of Directors have expressed the view that the RPTs shall be in the best interest of the Company and its public shareholders.</p>

S. No.	Particulars of the information	Information provided by the management
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p>	<p>The following the promoter(s)/ director(s) / key managerial personnel of the Company have interest in the transaction(s), directly or indirectly</p> <p>Mr.E.V.Muthukumara Ramalingam, Managing Director & Promoter of the Company – Shareholding in the Company : 34.52%</p> <p>Mr.M.R.Gautham, Executive Director & a member of the Promoter Group of the Company – Shareholding in the Company : 20.09%</p> <p>Mrs.M.Sasikala – Non-Independent Director - a member of the Promoter Group of the Company – Shareholding in the Company : 6.67%</p> <p>Mrs.G.Sharmada – Immediate Relative and a member of the Promoter Group of the Company – Shareholding in the Company : 2.49%</p> <p>Mrs.Pallavi Naveen Mandradiar – Immediate Relative and a member of the Promoter Group of the Company – Shareholding in the Company : 2.28%</p> <p>Mr.B.A.Madhusudhan –PAC – Shareholding in the Company : 0.11%</p> <p>M/s.Shree Vallee Enterprises Pvt Ltd, an Associate Company in which the Promoters of the Company are Members/Directors – Shareholding in the Company : 8.84%</p>
	a. Name of the director / KMP	As above
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Since the Related Party(ies) is/are Individuals, not applicable

S. No.	Particulars of the information	Information provided by the management
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives</p>	Since the Related Party(ies) is/are Individuals, not applicable
	a. Name of the director / KMP/ partner	Not applicable
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Not applicable
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<p>The valuation report is required only, if an arrangement with a director of the company, in terms of which such person acquires or is to acquire assets for consideration other than cash, from the company.</p> <p>In other cases, the Valuation Report will be obtained and shall be placed before the Audit Committee before the proposed RPT takes place.</p>
12.	Other information relevant for decision making.	Nil
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable
14.	<p>Best bid / quotation received.</p> <p>If comparable bids are available, disclose the price and terms offered.</p>	Not Applicable
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not Applicable

S. No.	Particulars of the information	Information provided by the management
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Not Applicable
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary		
18.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Not Applicable
19.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
20.	Material covenants of the proposed transaction	Not applicable
21.	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: <ul style="list-style-type: none"> • To any party (other than related party): • To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a- vis long term etc.	Not applicable
22.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Not applicable
23.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	Not applicable

S. No.	Particulars of the information	Information provided by the management																
24.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not applicable																
25.	Maturity / due date	Not applicable																
26.	Repayment schedule & terms	Not applicable																
27.	Whether secured or unsecured?	Not applicable																
28.	If secured, the nature of security & security coverage ratio	Not applicable																
29.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Not applicable																
30.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Not applicable																
31.	Amount of total borrowings (long- term and short-term) of the related party over the last three financial years	Not applicable																
	FY 20xx-20xx																	
	FY 20xx-20xx																	
	FY 20xx-20xx																	
32.	Interest rate paid on the borrowings by the related party from any party in the last three financial years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a- vis long term etc.	Not applicable																
33.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not applicable																
	FY 20xx-20xx																	
	FY 20xx-20xx																	
	FY 20xx-20xx																	
Additional details relating to advances other than loan given by the listed entity or its subsidiary																		
34.	Advances provided, their break-up and duration.	Not applicable																
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Advance given to</th> <th>Amount</th> <th>Duration of advance given</th> </tr> </thead> <tbody> <tr> <td>1</td> <td></td> <td></td> <td></td> </tr> <tr> <td>2</td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	S. No.	Advance given to	Amount	Duration of advance given	1				2								
S. No.	Advance given to	Amount	Duration of advance given															
1																		
2																		

S. No.	Particulars of the information	Information provided by the management
35.	Advance as % of the total loan given during the preceding 12 months	Not applicable
B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary		
36.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable
37.	Purpose for which funds shall be utilized by the investee company.	Not applicable
38.	Where any financial indebtedness is incurred to make investment, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
39.	Material covenants of the proposed transaction	Not applicable
40.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)) Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable
41.	Expected annualised returns Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable
42.	Returns on past investments in the related party over the last three financial years	Not applicable
43.	Details of asset-liability mismatch position, if any, post investment Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable
44.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not applicable
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
45.	Rationale for giving guarantee, surety, indemnity or comfort letter	Not applicable

S. No.	Particulars of the information	Information provided by the management
46.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not applicable
47.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not applicable
48.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not applicable
49.	Details of solvency status and going concern status of the related party during the last three financial years:	Not applicable
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	
50.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not applicable
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary		
51.	Material covenants of the proposed transaction	Not applicable
52.	Interest rate (in terms of numerical value or base rate and applicable spread)	Not applicable
53.	Cost of borrowing (This shall include all costs associated with the borrowing)	Not applicable
54.	Maturity / due date	Not applicable
55.	Repayment schedule & terms	Not applicable
56.	Whether secured or unsecured?	Not applicable

S. No.	Particulars of the information	Information provided by the management
57.	If secured, the nature of security & security coverage ratio	Not applicable
58.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Not applicable
59.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks.	Not applicable
	a. Before transaction	
	b. After transaction	
60.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks.	
	a. Before transaction	
	b. After transaction	
B(7). Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate		
61.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	The Company has been trying to sell or disposal of the assets of the Company since 2020 to settle the debts of the Company to RARE ARC to avoid interest payment. However, the Company was not able to find suitable purchasers on the reason that Tirupur City where the assets of the Company are situated is a Tier-111 city. Since the Return on Investment is very low compare to Tier-1 and Tier II Cities, no purchasers willing to purchase the assets of the Company. Hence no bidders interested in buying the properties.
62.	Best bid / quotation received If comparable bids are available, disclose the price and terms offered.	As the reason stated above, no willing purchasers to purchase the assets, the Company has selected the related party (ies) for the transaction to settle the debts to RARE ARC
63.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	No additional cost to be incurred to the Company in transacting with the related parties.

S. No.	Particulars of the information	Information provided by the management																																			
64.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Refer Sl.No.61																																			
65.	Wherever comparable bids are not available, state what is the basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Interest on outstanding debts to RARE ARC will be accrued which leads to extra financial burden on the Company's financials in the absence of willing purchasers.																																			
66.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate.	Mr.E.V.Muthukumara Ramalingam, Managing Director and Mr.M.R.Gautham, Executive Director of the Company have provided the un-secured loan to the Company to the tune of Rs.2047.25 lakhs under pay on demand basis as of 31 st March 2025 to settle the outstanding debt to RARE ARC as per terms of OTS. Besides, the unsecured loan of Rs.1565 lakh provided by M/s.Shree Vallee Enterprises Pvt Ltd, an Associate Company. The above parties are now demanding the repayment of loans. There are no purchasers available and considering the current situation, the Company is not in position to repay the unsecured loan immediately or near future to the above parties.																																			
67.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Nil																																			
		<table border="1"> <thead> <tr> <th></th> <th>FY 20xx-20xx</th> <th>FY 20xx-20xx</th> <th>FY 20xx-20xx</th> <th></th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net worth</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit Margin</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Operating Cash Flow Margin</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Return on Assets (RoA)</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		FY 20xx-20xx	FY 20xx-20xx	FY 20xx-20xx		Turnover					Net worth					Net Profit					Net Profit Margin					Operating Cash Flow Margin					Return on Assets (RoA)				
	FY 20xx-20xx	FY 20xx-20xx	FY 20xx-20xx																																		
Turnover																																					
Net worth																																					
Net Profit																																					
Net Profit Margin																																					
Operating Cash Flow Margin																																					
Return on Assets (RoA)																																					
68.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking	The Company has halted its commercial operation since March 2020 due to Covid-19 and incurred continued losses for the previous years. There is no turnover of the Company since then.																																			
	a. Expected impact on turnover																																				
	b. Expected impact on net worth																																				
	c. Expected impact on net profits																																				

S. No.	Particulars of the information	Information provided by the management	
69.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity, or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not applicable	
70.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No	
71.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No	
72.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	Not applicable	
73.	Are there any other major non- financial reasons for going ahead with the proposed transaction?	Nil	
B(8). Additional details for transactions relating to payment of royalty			
74.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	Not applicable	
	FY 20xx-20xx	Amount of royalty	
	FY 20xx-20xx	Amount of royalty	
	FY 20xx-20xx	Amount of royalty	
75.	Purpose for which royalty was paid to the related party during the last three financial years.	Not applicable	
	a. For use of brand name / trademark		
	b. For transfer of technology know- how		
	c. For professional fee, corporate management fee or any other fee		
	d. Any other use (specify)		
76.	Purpose for which royalty is proposed to be paid to the related party in the current financial year	Not applicable	
	a. For use of brand name / trademark		
	b. For transfer of technology know- how		

S. No.	Particulars of the information	Information provided by the management
	c. For professional fee, corporate management fee or any other fee	
	d. Any other use (specify)	
77.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	Not applicable
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	
78.	Dividend paid in last 3 FYs as % of Net Profits of previous FYs	Not applicable
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	
79.	Royalty and dividend paid or proposed to be paid during the current FY	
	Explanation: The dividend proposed to be paid shall mean dividend that has been declared but not been paid yet.	Not applicable
80.	Rate at which royalty has increased in the past 5 years, if any, vis-à-vis rate at which the turnover, profits after tax and dividends have increased during the same period.	Not applicable
81.	In case of new technology i.e. first year of technology transfer (to be provided separately for each new technology):	Not applicable
	a. Expected duration of technology transfer	
	b. Benefits derived from the technology transfer	
82.	In case of existing technology i.e. technology being imported (to be provided separately for each existing technology):	Not applicable
	a. Years since technology transfer initiated	
	b. Expected duration of technology transfer	
	c. Benefits derived from the technology transfer	
83.	Details of in-house research & development, if any:	Not applicable
	a. Total expenses incurred during the preceding financial year	
	b. Benefits derived	

S. No.	Particulars of the information	Information provided by the management
	<p>c. If any in-house R&D undertaken by the listed entity or its subsidiary that will reduce or eliminate the royalty currently paid for any technology or technical know-how. Additionally, the absolute value of R&D expenditure incurred by the listed entity or its subsidiary on such in-house R&D, along with the period required for completing the research to achieve the reduction or elimination of royalty, shall be disclosed to the Audit Committee.</p>	
84.	<p>If royalty is paid to the parent company, disclose royalty received by the parent company from foreign entities:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount <p>Explanation:</p> <p>a) The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</p> <p>b) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies. If so, this row shall not be applicable.</p>	Not applicable
85.	Sunset Clause for Royalty payment	Not applicable
86.	<p>Peer Comparison:</p> <p>Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:</p>	Not applicable

S. No.	Particulars of the information		Information provided by the management		
			Listed Entity / Subsidiary	Peer 1	Peer 2
	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount
	Royalty paid as a % of net profits over the last 3 years	%	%	%	%
	Annual growth rate of Turnover over last 3 years	%	%	%	%
87.	Royalty paid or payable for imported technology, along with the turnover attributable to such technology.		Not applicable		
88.	Royalty paid or payable for brands or other intangible assets, along with the turnover attributable to their use.		Not applicable		