September 27, 2014

#### REPORT OF SCRUTINIZER [E-VOTING]

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of the Meeting
Velan Hotels Limited
41 Kangeyam Road
Tirupur 641 604

Dear Sir,

I, S.R. BAALAJI, BCom, FCS Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for the 24<sup>th</sup> (Twenty Fourth) Annual General Meeting of the Equity Shareholders of "VELAN HOTELS LIMITED" to be held on 29<sup>th</sup> September 2014 at 12.15 p.m. at "41 Kangeyam Road, Tirupur 641 604 for the purpose of scrutinizing the E-Voting Process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

- The E-Voting period remained open from 09.00 AM on Wednesday 24<sup>th</sup> September, 2014 upto 06.00 PM on Thursday, 25<sup>th</sup> September, 2014.
- 2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 29<sup>th</sup> August, 2014 (cut-off date), who were entitled to vote on the proposed 11 (Eleven) Resolutions as mentioned in the Notice of the Annual General Meeting of "VELAN HOTELS LIMITED" (Item No.1 (One) to 11 (Eleven) of the Notice of Annual General Meeting of VELAN HOTELS LIMITED.
- The Votes cast through E-Voting were unblocked on 27<sup>th</sup> September, 2014 around 1.00 PM in the presence of two witnesses, namely Mr.K.S. Ramachandran and Mr.R.Sasidharan, who are not in employment of the Company.



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Off: "KUDAGU ILLAM", No.23 II nd Floor, Near Saraswathi Natarajan Kalyana Mandapam,

Bharathi Nagar Main Road, Olympus, Ramanathapuram, Coimbatore - 641 045

Phone: 0422 - 2319343 Mobile: 98422 06891 E-mail: akshayasri23@gmail.com

- 4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of Central Depository Services (India) Limited (https://www.evotingindia.com).
- In terms of the mandatory provisions of Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange Limited, the Company has provided to the shareholders, who do not have access to the E-Voting facility, an option to send their assent or dissent in writing on a postal ballot. The postal ballot forms were dispatched to the shareholders along with the Notice of 24<sup>th</sup> Annual General Meeting of the Company. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 29<sup>th</sup> August, 2014. The last date for receipt of the physical ballot forms was on 26<sup>th</sup> September 2014. The physical ballot forms received up to the last date stated above, were diligently scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. S.K.D.C. Consultants Limited, Coimbatore.
- 6. In tune with the Instructions contained in the instructions given for e-voting and postal ballot voting sent along with the Notice dated 30<sup>th</sup> May, 2014, in respect of members who have voted in both modes (i.e. Postal Ballot Form and through E-Voting), I have considered only E-Voting by not reckoning the voting done through Postal Ballot Form.
- I have considered only the eligible portion of voting rights of promoters in consonance with the order of SEBI in No. WTM/PS/08/CFD/JUNE/2013 dt. 4.6.2013.
- 8. No Ballot Forms, were incomplete and/ or were otherwise defective.



I have collated the votes received through E-Voting and through Postal Ballot Process and the same have been furnished hereunder.

been furnished hereunder.  Resolution Mode				For		Against			
1	Resolution		No.of Members	No.of Votes	%	No.of Members	No.of Votes	%	
-		E-Voting	2	501	100.00	0	0	0.00	
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014 (Ordinary resolution)	Postal Ballot	10	19602895	100.00	0	0	0.00	
		Total	12	19603396	100.00	0	and the late of the	0.00	
		E-Voting	1	500	99.80	1	1	0.20	
	Re- Appointment of Mr. K.Subramaniam who retires	Postal Ballot	10	19602895	100.00	0	0	0.00	
	by rotation (Ordinary resolution)	Total	marya <b>11</b> a	19603395	99.80	1	1	0.20	
		E-Voting		500	99.80	1	1	0.20	
3	Re- Appointment of Mrs. M.Sasikala who retires by rotation (Ordinary resolution)	Postal Ballot	10	19602895	100.00	0	0	0.00	
		Total	11	19603395	99.80	1	1	0.20	
4	Appointment of auditors and fixing their remuneration (Ordinary resolution)	E-Voting	2	501	100.00	0	0	0.00	
		Postal Ballot	10	19602895	100.00	0	0	0.00	
		Total	12	19603396	100.00	0	0	0.00	
	Appointment of Mr.K.P.Sivanandam as an Independent director (Ordinary resolution)	E-Voting	1	500	99.80	1	1	0.20	
5		Postal Ballot	10	19602895	100.00	0	0	0.00	
		Total	11	19603395	99.80	1	1	0.20	
	Appointment of Mr. P.Ganesan as an Independent director (Ordinary resolution)	E-Voting	2	501	100.00	0	0	0.00	
6		Postal Ballot	10	19602895	100.00	0	0	0.00	
		Total	12	19603396	100.00	0	0	. 0.00	
	Appointment of Mr. Giri Balasubramanian as an Independent director (Ordinary resolution)	E-Voting	2	501	100.00	0	0	0.0	
7		Postal Ballot	t 10	19602895	100.00	0	0	0.0	
		Total	12	19603396	100.00	) (	0	0.0	
	Retirement of	E-Voting	2	501	100.00	0 0	0	0.0	
8	Dr Namasiyayam	Postal Ballo	t 10	19602895	100.00	0 (	0		
	Directorship (Ordinary resolution)	Total	12	19603396	100.0	0 (	All, B.		

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9	Increase in Borrowing Limit of the Company	E-Voting	1	500	99.80	1	1	0.20
		Postal Ballot	10	19602895	100.00	0	0	0.00
		Total	11	19603395	99.80	1	1	0.20
10	To create charge on the Assets of the Company	E-Voting	2	501	100.00	0	0	0.00
		Postal Ballot	10	19602895	100.00	0	0	0.00
		Total	12	19603396	100.00	0	0	0.00
		E-Voting	1	500	99.80	1	1	0.20
	Alteration of Articles of Association.	Postal Ballot	10	19602895	100.00	0	0	0.00
		Total	11	19603395	99.80	1	1	0.20

(The figures in percentage wherever appear are rounded off to the nearest decimal)

10. 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 24<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company for safe custody.

Thanking you,

Yours faithfully, R. P. Own

S.R. BAALAJI, B.Com., E.C.S. Practising Company Secretary C.P.No.3514

> (S R BAALAJI) SCRUTINIZER



Details for reporting as per Clause 35	of the Listing Agreement							
. 5 .		business transacted	at the Annual G	eneral meeting held on 2	29th September	r, 2014		
Resolution No 1 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)			% of Votes against on votes polled (7)=[(5)/(2)]*100
Adoption of Financial Statements for the	Promoter and Promoter Group	25618030	19011295	74.211	19011295	0	100.000	0.000
year ended 31st March, 2014.	Public - Institutional holders	7000	0	0.000	0	0	0.000	0.000
year ended 51st March, 2014.	Public - Others	6339089	592101	9.340	592101	0	100.000	0.000
	Grand Total	31964119	19603396	61.33	19603396	0	100.000	0.000
Resolution No 2 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No 2 - Ordinary Resolution	-			1				
Re- Appointment of Mr. K.Subramaniam	Promoter and Promoter Group Public - Institutional holders	25618030 7000	19011295	<b>!</b>	19011295	0	100.000	0.000
who retires by rotation.	Public - Others		592101	9.340	592100		100.000	0.000
who retires by rotation.	Grand Total	6339089 <b>31964119</b>	19603396		19603395	1		0.000 <b>0.000</b>
	Granu Total	31904119	13003330	61.33	19003393	1	100.000	0.000
		No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes	% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution No 3 - Ordinary Resolution	Promoter/ Public	(1)	polled (2)	(3)=[(2)/(1)]*100	in favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Promoter and Promoter Group	25618030	19011295	74.211	19011295	0	100.000	0.000
Re- Appointment of Mrs. M.Sasikala who	Public - Institutional holders	7000	0	0.000	0	0	0.000	0.000
retires by rotation	Public - Others	6339089	592101	9.340	592100	1	100.000	0.000
	Grand Total	31964119	19603396	61.33	19603395	1	100.000	0.000
		No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes		% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution No 4 - Ordinary Resolution	Promoter/ Public	(1)	polled (2)	(3)=[(2)/(1)]*100	in favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Promoter and Promoter Group	25618030	19011295	74.211	19011295	0	100.000	0.000
Appointment of auditors and fixing their	Public - Institutional holders	7000	0	0.000		0	0.000	0.000
remuneration	Public - Others	6339089	592101	9.340	592101	0	100.000	0.000
	Grand Total	31964119	19603396	61.33	19603396	0	100.000	0.000

Resolution No 5 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)		on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	25618030	19011295	74.211	19011295	0	100.000	0.000
Appointment of Mr.K.P.Sivanandam as an	Public - Institutional holders	7000	0	0.000	0	0	0.000	0.000
Independent director	Public - Others	6339089	592101	9.340	592100	1	100.000	0.000
	Grand Total	31964119	19603396	61.33	19603395	1	100.000	0.000
Resolution No 6 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes		on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No 6 - Ordinary Resolution	Promoter and Promoter Group	25618030	19011295	74.211	19011295			0.000
Appointment of Mr. P.Ganesan as an	Public - Institutional holders	7000	13011233		13011233	0	0.000	0.000
Independent director	Public - Others	6339089	592101	9.340	592101	0		0.000
macpendent director	Grand Total	31964119	19603396		19603396	, ,		0.000
Resolution No 7 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes		on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	25618030	19011295	74.211	19011295		100.000	0.000
Appointment of Mr. Giri Balasubramanian		7000	0	0.000	0	0	0.000	0.000
as an Independent director	Public - Others	6339089	592101	9.340	592101	0		0.000
	Grand Total	31964119	19603396	61.33	19603396	0	100.000	0.000
Resolution No 8 - Ordinary Resolution	Promoter/ Public	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes		on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	25618030	19011295	74.211	19011295		100.000	0.000
Retirement of Dr.Namasivayam	Public - Institutional holders	7000	0	0.000	0	0	0.000	0.000
Karthikeyan from Directorship	Public - Others	6339089	592101	9.340	592101	0		0.000
	Grand Total	31964119	19603396		19603396	0		

Resolution No 9 - Special Resolution	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)		on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	25618030	19011295	74.211	19011295	0	100.000	0.000
Increase in Borrowing Limit of the	Public - Institutional holders	7000	0	0.000	0	0	0.000	0.000
Company	Public - Others	6339089	592101	9.340	592100	1	100.000	0.000
	Grand Total	31964119	19603396	61.33	19603395	1	100.000	0.000
		No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes	on votes polled	% of Votes against on votes polled
Resolution No 10 - Special Resolution	Promoter/ Public	(1)	polled (2)	(3)=[(2)/(1)]*100	in favour (4)	against (5)		(7)=[(5)/(2)]*100
	Promoter and Promoter Group	25618030	19011295	74.211	19011295	0	100.000	0.000
To create charge on the Assets of the	Public - Institutional holders	7000	0	0.000		0	0.000	
Company	Public - Others	6339089	592101	9.340	592101	0	100.000	0.000
	Grand Total	31964119	19603396	61.33	19603396	0	100.000	0.000
				% of Votes Polled on			% of Votes in favour	% of Votes against on
		No. of shares held	No. of votes	outstanding shares	No. of Votes	No. of Votes	on votes polled	votes polled
Resolution No 11 - Special Resolution	Promoter/ Public	(1)	polled (2)	(3)=[(2)/(1)]*100	in favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Promoter and Promoter Group	25618030	19011295	74.211	19011295	0	100.000	0.000
Alteration of Articles of Association.	Public - Institutional holders	7000	0	0.000	0	0	0.000	0.000
Alteration of Articles of Association.	Public - Others	6339089	592101	9.340	592100	1	100.000	0.000
	Grand Total	31964119	19603396	61.33	19603395	1	100.000	0.000