S GANESH VISWANATHAN, M.COM., FCS,
PRACTICING COMPANY SECRETARY
51 A, MUNICIPAL OFFICE STREET,
TIRUPUR 641 604.
EMAIL: samgan36@gmail.com
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ANNUAL SECRETARIAL COMPLIANCE REPORT

Secretarial Compliance Report of Velan Hotels Limited for the financial year ended 31st March 2026

I have examined:

(a) all the documents and records made available to me and explanation provided by Velan Hotels Limited ("the listed entity"), having its Registered Office at 41, Kangayam Road, Tirupur 641 604, Tamilnadu.

(b) the filings/ submissions made by the listed entity to the Stock Exchange,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March 2026 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

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

(a) Securities and Exchange Board of India (LODR) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - *Not applicable during the year under review*

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not applicable during the year under review*

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - - *Not applicable during the year under review*

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - - *Not applicable during the year under review*

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

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and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under

Sr. No.	Com-pliance Require-ment (Regu-lations/ circulars / guide-lines includin g specific clause)	Regu-lation/ CircularNo.	Deviations	Actio n Taken by	Type of Action	Details of Violation	Fine Amoun t	Obser-vations/ Remarks of the Practicin g Compan y Secretar y	Man-age-ment Re-spons e	Re-marks
			Not applicable							

b. The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	*Observations/* Remarks *Of the Practicing Company Secretary in the previous reports*	*Observations made in the secretarial compliance report for the year ended*	*Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)*	*Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity*	*Remedial actions, if any, taken by the listed entity*	*Comments of the PCS on the actions taken by the listed entity*
1	Non-Compliance with Minimum Public Shareholding (MPS) norms.	31/03/2019 31/03/2020 31/03/2021 31/03/2022 31/03/2023	Regulation 38 of SEBI(LODR) Regulations, 2015	BSE Ltd vide their emails dated 15/02/2024 and 09/04/2024 levied fine amounts of Rs.10,85,600/- for the quarter ended 31st December 2023 and Rs.10,14,800/- for the quarter ended 31st March 2024 for non-compliance with MPS Norms.	The Company's second time application for waiver of penalty / fine amount for quarter ended 31st December 2023 and 31st March 2024 got rejected by BSE Ltd. Thereafter, the Company remitted the entire fine amounts levied on	The Company has complied with Minimum Public Shareholding (MPS) norms during the month of March 2024. There is no pending fine amount due to BSE Ltd.

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					the Company on 22/11/2024.	

(c) The Company has not taken the sufficient steps to address the concerns raised / observations *in the reports pertaining to the periods prior to the previous year*

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Takenby	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
			Not applicable							

I. I hereby report that, during the review period the compliance status of the Company is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	**Adoption and timely updation of the Policies:** ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of thelisted entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	None

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3.	**Maintenance and disclosures on Website:** ● The Company is maintaining a functional website ● Timely dissemination of the documents/ information under as separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes Yes Yes	None
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the Company.	Yes	None
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	The Company does not have any material listed and unlisted subsidiary (ies) as defined in Regulation 16(1)(c) of the Listing Regulations.
6.	**Preservation of Documents:** The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documentsand Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	**Performance Evaluation:** The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None

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8.	**Related Party Transactions:** (a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	The Company halted its entire commercial operation since March, 2020 and has not resumed its operations yet. During the year, the Company received / repayment of unsecured loans from its Directors/Associate Company with the prior approval of Audit Committee. Except the above, no other transactions were carried out.
9.	**Disclosure of events or information:** The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The Company is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there-under except as provided underseparate paragraph herein (**).	NA	During the review period i.e. 2025-26, no action taken by SEBI/BSE against the Company/Its Promoters / Directors
12	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No event of resignation of the Auditor occurred during the review period. Further the Company does not have any subsidiary(ies)

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13	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance was observed for any SEBI Regulations, Circulars and Guidelines.

I further, report that the listed entity is in compliance / not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations - Not Applicable

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place : Tirupur

Signature : Sampath Kumar Ganesh Viswanathan
Digitally signed by Sampath Kumar Ganesh Viswanathan
Date: 2026.05.27 18:37:17 +05'30'

Date : 27.05.2026

Name of the PCS: S GANESH VISWANATHAN

FCS No.: 12727

CP No. : 20421

UDIN: F012727H000509091

Peer Review No. 4099/2023