

Voting results	
Record date	16-01-2026
Total number of shareholders on record date	8776
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2

Scrutinizer Details

Scrutinizer Details	
Name of the Scrutinizer	S.Ganesh Viswanathan
Firms Name	S.Ganesh Viswanathan
Qualification	CS
Membership Number	12727
Date of Board Meeting in which appointed	14-01-2026
Date of Issuance of Report to the company	20-02-2026

Velan Hotels Limited

Velan Hotels Limited								
Resolution Required :Special			1 - To consider the sale of assets of the Company under Section 180(1)(a) of the Companies Act 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	23973089	23936793	99.8486	23936793	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23936793	99.8486	23936793	0	100.0000	0.0000
Public Institutions	E-Voting	100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7990930	841351	10.5288	839436	1915	99.7724	0.2276
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		841351	10.5288	839436	1915	99.7724	0.2276
Total		31964119	24778144	77.5186	24776229	1915	99.9923	0.0077

Velan Hotels Limited

Velan Hotels Limited								
Resolution Required :Special			2 - To consider the sale of assets of the Company under section 180(1) (a) and 188 (1) (a) of the Companies Act 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	23973089	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	7990930	841351	10.5288	839374	1977	99.7650	0.2350
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		841351	10.5288	839374	1977	99.7650	0.2350
Total		31964119	841351	2.6322	839374	1977	99.7650	0.2350



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PRACTICING COMPANY SECRETARY
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REPORT OF SCRUTINIZER

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)

Date : 20-02-2026

To,
The Chairman & Managing Director
VELAN HOTELS LIMITED
41 Kangayam Road
Tiruppur
Tamilnadu 641 604

Dear Sir,

I, **S.Ganesh Viswanathan**, Practicing Company Secretary, pursuant to the resolution passed by the Board of Directors of Velan Hotels Limited ("**the Company**") on 14th January 2026 have been appointed as the Scrutinizer to conduct the Postal Ballot through electronic voting process ("remote e- voting") in respect of the Special Resolutions for seeking approval of the Members of the Company by way of Special Resolutions hereunder:

Item No.1: To consider the sale of assets of the Company under Section 180(1)(a) of the Companies Act 2013

Item No.2 : To consider the sale of assets of the Company under section 180(1)(a) and 188 (1) (a) of the Companies Act 2013

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') for conducting postal ballot process through e-voting 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



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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)

The Postal Ballot Notice dated January 14, 2026 along with necessary statement setting out the material facts under Section 102 of the Act were sent through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on 16th January 2026 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.

The Members of the Company holding shares as on the cut-off date were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice.

The remote e-voting period remained open from Wednesday, 21st January 2026, 9:00 A.M. to Thursday, 19th February 2026, 5:00 P.M. During the said period, the Members of the Company, holding shares as on the cut-off date were entitled to vote on the resolutions set out in the Postal Ballot Notice through remote e-voting.

The e-voting module of CDSL was disabled on 19th February 2026 at 5:00 P.M. and I, as the Scrutinizer, unblocked the votes casted, on Thursday, 19th February 2026, at 18:15 p.m. in the presence two witnesses who are not in employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of CDSL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:



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Details of E-voting are as under:

SPECIAL BUSINESS

Resolution No.1 - Special Resolution

The sale of assets of the Company under Section 180(1)(a) of the Companies Act 2013

Voted in favour of the resolution:		
Number of Members Voted through electronic voting system	Number of votes cast in favour the resolution	Percentage of Total Number of votes cast
45	24776229	99.99%

Voted against the resolution:		
Number of Members Voted through electronic voting system	Number of votes cast against the resolution	Percentage of Total Number of votes cast
3	1915	0.01%

Invalid Votes	
Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
Nil	Nil

Resolution No.2 - Special Resolution

The sale of assets of the Company under section 180(1)(a) and 188 (1) (a) of the Companies Act 2013

Voted in favour of the resolution:		
Number of Members Voted through electronic voting system	Number of votes cast in favour the resolution	Percentage of Total Number of votes cast
38	839374	99.77%

Voted against the resolution:		
Number of Members Voted through electronic voting system	Number of votes cast against the resolution	Percentage of Total Number of votes cast
4	1977	0.23%



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Invalid Votes	
Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
Nil	Nil

Apart from the statutory requirements of the Companies Act, 2013 and rules framed thereunder, the above resolutions were passed as per requirement of the Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements), 2015.

As the Promoter & Promoter Group and other related parties are interested or concerned in the resolution No.2, they have abstained from the voting as required under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

Based on the aforesaid result, I report that the Special Resolutions as set out in Item No.1 and Item No.2 of the Postal Ballot Notice have been passed by the members through remote E-voting with requisite majority under the provisions of the Act.

The electronic data and all other relevant records relating to remote e-voting are handed over to Ms. Garima Maheshwari, Company Secretary and Compliance Officer, for safe custody.

You may kindly consider the aforesaid position of the votes cast by the Members, through remote e-voting and declare the result accordingly.

Thanking you,

Yours faithfully,

Sampath
Kumar Ganesh
Viswanathan

Digitally signed by
Sampath Kumar
Ganesh Viswanathan
Date: 2026.02.20
15:02:24 +05'30'

(CS S GANESH VISWANATHAN, M.COM., F.C.S)
SCRUTINIZER
UDIN: F012727G003968943