PROCEEDINGS OF 36TH ANNUAL GENERAL MEETING OF VELAN HOTELS LIMITED

DATE OF MEETING:

The 36th Annual General Meeting of the Members of Velan Hotels Limited was held today (Wednesday, the 30th day of September, 2026 commencing from 11.45 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and ended at 01.30 p.m.

SUMMARY OF PROCEEDING OF THE MEETING:

The Members holding equity shares as on the cut-off date i.e. 23rd September, 2026 were considered for e-voting. Number of shareholders as on cut-off date is 8565.

Ms.Garima Maheshwari, Company Secretary welcomed all the members participated through VC and briefed about some points regarding the participation in the Meeting.

Due to age and ill health, Mr.E.V.Muthukumara Ramalingam, Managing Director and the Chairman of the Board requested other board members to elect the Chairman of AGM to conduct the meeting. With the consent of all the directors present, Mr.M.R.Gautham, Executive Director was elected as the Chairman of the Meeting. Then Mr.M.R.Gautham, occupied the Chair and joined & conducted the meeting through VC.

The Chairman of the meeting confirmed that quorum was present. 35 shareholders participated in the meeting through VC.

The Chairman informed that in accordance with notifications and guidelines issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the AGM was conducted through VC/OAVM. The required Quorum present throughout the Meeting.

He then welcomed all the Members to the 36th Annual General Meeting of the Company and introduced the Directors, Statutory Auditors and Secretarial Auditor who joined the meeting through VC. Due to preoccupation, Mrs.R.Lalitha, CFO could not attend the meeting.

AGM Notice dated 25th August, 2026 together with the Financial Statements, Directors' Report, Management Discussion & Analysis Report and Report on Corporate Governance etc. were taken as read.

Independent Auditors' Report dated 22nd May 2026 and Secretarial Audit Report dated 25th August, 2026 were taken as read.
The Statutory Auditor read out the Independent Auditors' Report which contains qualifications / observations on Annual Accounts of the Company for the financial year 2025-2026.

The Chairman of the Meeting delivered the Chairman's speech.

The Chairman informed the members that pursuant to the provisions of the Companies Act, 2013, the Rules framed there-under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had extended the remote e-voting facility to the members of the company in respect of the resolutions to be passed at the meeting.

The Remote Electronic Voting opened to the members from Sunday, the 27th September, 2026 at 9.00 A.M to Tuesday, the 29th September, 2026 at 5.00 P.M. The Chairman informed the members that the facility for voting through e-voting system was made available during the meeting for members who had not cast their vote prior to the meeting.

The Board of Directors appointed Mr.S.Ganesh Viswanathan, Practicing Company Secretary as Scrutinizer for scrutinizing the remote e-Voting process and e-voting cast at this meeting in a fair and transparent manner.

MANNER OF APPROVAL PROPOSED FOR CERTAIN ITEMS :

09 (Nine) Resolutions as mentioned in the Notice of the Annual General Meeting of the Notice dated 25/08/2026 were passed at the 36th Annual General Meeting of the Shareholders the Company through Remote e-voting and/or e-voting during the AGM.

BRIEF DETAILS OF ITEMS DELIBERATED AND RESULTS THEREOF;

The Company has provided the remote e-Voting facility to its members to exercise their vote for the items to be transacted at the said Annual General Meeting. The shareholders holding shares as on cut-off date i.e. 23.09.2026 were entitled to vote on the following resolutions of the Annual General Meeting.

Thereafter, the following resolutions as set out in the Notice convening the 36th Annual General Meeting were proposed and request was made to the Shareholders, who have not voted through remote e-voting, to cast their vote during the meeting:

Sl.No	Description	Type of Resolution
1	To receive, consider and adopt the Balance Sheet as at March 31, 2026 and Statement of Profit and Loss for the year ended on that date, the Cash Flow Statement and the Reports of Directors and Auditors thereon	Ordinary Resolution
2	To appoint a Director in place of Mr. M.R.Gautham, who retires by rotation and being eligible, offers himself for re- appointment.	Ordinary Resolution
3	To appoint a Director in place of Mrs. M.Sasikala who retires by rotation and being eligible, offers herself for re- appointment.	Ordinary Resolution
4	To consider to enter Related Party Transaction with Mr.E.V.Muthukumara Ramalingam, Managing Director	Ordinary Resolution
5	To consider to enter Related Party Transaction with Mr.Muthukumararamalingam Gautham, Executive Director	Ordinary Resolution
6	To consider to enter Related Party Transaction with M/s.Shree Vallee Enterprises Pvt Ltd, a promoter group company.	Ordinary Resolution
7	To sale of assets of the Company to the related parties / willing purchasers.	Special Resolution
8	To consider re-appointment of Mr.Muthukumararamalingam Gautham (Mr.M.R.Gautham) (DIN: 00046187) as an Executive Director.	Ordinary Resolution
9	To consider re-appointment of Mr.E.V.Muthukumara Ramalingam (DIN: 00046166) as Managing Director.	Special Resolution

The above proposed resolutions were passed with the requisite majority.

On the invitation of the Chairman, Members who had registered themselves as speakers, addressed the meeting through VC/OAVM and sought clarifications on the company's accounts and business. The Chairman responded to the queries of the members and provided clarifications.

CONCLUSION:

The Shareholders of the Company were announced for voting to be taken electronically (e-voting). The Shareholders were further informed that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchange and be placed on the website of the Company, Central

Depository Services (India) Limited ("CDSL") The facility for e-voting was remained open after conclusion of the meeting to enable the members to cast their vote and the meeting concluded at 01:30 PM(IST).

The proceedings concluded around at 01.30 p.m. with the Chairman proposing a vote of thanks.

For Velan Hotels Limited



E.V.Muthukumara Ramalingam
Managing Director
(DIN : 00046166)