



**VELAN HOTELS LIMITED**

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TIN : 3 3 8 7 2 4 0 1 0 4 2  
CST No. : 315147 DATE 18-11-91

September 30, 2014

Bombay Stock Exchange Ltd  
Corporate Relationship Department  
Rotunda Building, P.J.Tower  
Dalal Street, Fort  
Mumbai 400 001

**Sub: Disclosure of voting results as per the requirement of Clause 35A of the Listing Agreement – Reg.**

**Ref : Scrip Code : 526755 & Scrip ID : VELHO**

As per the requirement of Clause 35A of the listing agreement with Stock Exchange, we furnish the details of voting results at the 24<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014 as per the format prescribed under the said clause.

Pursuant to Clause 35B of the listing agreement and Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given opportunity to exercise their rights to vote on all the resolutions set out in the Notice of Annual General Meeting through Electronic Voting (e-voting) during the period commencing from 24<sup>th</sup> September, 2014 @ 9.00 a.m. to 25<sup>th</sup> September, 2014 @ 6.00 p.m.

**Details of AGM**

Date of AGM	29 <sup>th</sup> September, 2014
Total No. of shareholders as on record date.	8222
Book Closure Date	24/09/2014 to 29/09/2014
No. of Shareholders present in the Meeting either in person or through proxy	85
a. Promoter and Promoter Group	7
b. Public	78
No. of shareholders attended the meeting through video conferencing.	Not arranged



**Details of Voting Result:**

Item No.	Description	Resolution	Mode of Voting	Remarks
1	Adoption of Audited Balance Sheet as at on 31 <sup>st</sup> March, 2014, Statement of Profit & Loss for the year ended on that date and Reports of the Directors and Auditors thereon.	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority
2	Re-appointment of Sri.K.Subramaniam retire by rotation and seeking re-election	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority
3	Re-appointment of Smt.M.Sasikala, retire by rotation and seeking re-election	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority
4	Appointment of Statutory Auditors and fixing their remuneration	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority
5	Appointment of Sri.S.P.Sivanandam as an Independent Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority
6	Appointment of Sri.P.Ganesan as an Independent Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority
7	Appointment of Sri.Giri Balasubramanian as an Independent Director	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority
8	Retirement of Dr.Namasivayam Karthikeyan from Directorship	Ordinary	E-Voting & Postal Ballot	The resolution was passed with requisite majority
9	Borrowing money in excess of the aggregate of the paid up share capital and free reserves of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with requisite majority
10	Creation of Charges on the assets of the Company	Special	E-Voting & Postal Ballot	The resolution was passed with
11	Amendment to the Articles of Association of the Company to be in line with the Companies Act, 2013	Special	E-Voting & Postal Ballot	The resolution was passed with requisite majority



The combined results of Voting through ballot forms received from the Shareholders and e-voting are enclosed.

The Scrutinizer's Report on the combined results is also enclosed.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Thanking you

Yours truly  
For VELAN HOTELS LIMITED

*M. Srinivasan*

M.SRINIVASAN  
COMPANY SECRETARY

Details for reporting as per Clause 35 of the Listing Agreement

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



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



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



**S.R. BAALAJI, B.Com., F.C.S.**  
**PRACTISING COMPANY SECRETARY**

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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:

1. 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.
3. 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.



**S.R. BAALAJI, B.Com., F.C.S.**  
**PRACTISING COMPANY SECRETARY**

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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>).
5. 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.
7. 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.



**S.R. BAALAJI, B.Com., F.C.S.**  
**PRACTISING COMPANY SECRETARY**

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

Resolution	Mode	For			Against		
		No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
1 Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014 (Ordinary resolution)	E-Voting	2	501	100.00	0	0	0.00
	Postal Ballot	10	19602895	100.00	0	0	0.00
	<b>Total</b>	12	19603396	100.00	0	0	0.00
2 Re- Appointment of Mr. K.Subramaniam who retires by rotation (Ordinary resolution)	E-Voting	1	500	99.80	1	1	0.20
	Postal Ballot	10	19602895	100.00	0	0	0.00
	<b>Total</b>	11	19603395	99.80	1	1	0.20
3 Re- Appointment of Mrs. M.Sasikala who retires by rotation (Ordinary resolution)	E-Voting	1	500	99.80	1	1	0.20
	Postal Ballot	10	19602895	100.00	0	0	0.00
	<b>Total</b>	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
	<b>Total</b>	12	19603396	100.00	0	0	0.00
5 Appointment of Mr.K.P.Sivanandam as an Independent director (Ordinary resolution)	E-Voting	1	500	99.80	1	1	0.20
	Postal Ballot	10	19602895	100.00	0	0	0.00
	<b>Total</b>	11	19603395	99.80	1	1	0.20
6 Appointment of Mr. P.Ganesan as an Independent director (Ordinary resolution)	E-Voting	2	501	100.00	0	0	0.00
	Postal Ballot	10	19602895	100.00	0	0	0.00
	<b>Total</b>	12	19603396	100.00	0	0	0.00
7 Appointment of Mr. Giri Balasubramanian as an Independent director (Ordinary resolution)	E-Voting	2	501	100.00	0	0	0.00
	Postal Ballot	10	19602895	100.00	0	0	0.00
	<b>Total</b>	12	19603396	100.00	0	0	0.00
8 Retirement of Dr.Namasivayam Karthikeyan from Directorship (Ordinary resolution)	E-Voting	2	501	100.00	0	0	0.00
	Postal Ballot	10	19602895	100.00	0	0	0.00
	<b>Total</b>	12	19603396	100.00	0	0	0.00



**S.R. BAALAJI, B.Com., F.C.S.**  
**PRACTISING COMPANY SECRETARY**

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
		<b>Total</b>	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
		<b>Total</b>	12	19603396	100.00	0	0	0.00
11	Alteration of Articles of Association.	E-Voting	1	500	99.80	1	1	0.20
		Postal Ballot	10	19602895	100.00	0	0	0.00
		<b>Total</b>	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,

*S.R. Baalaji*  
**S.R. BAALAJI, B.Com., F.C.S.**  
**Practising Company Secretary**  
**C.P.No.3514**

(S R BAALAJI)  
SCRUTINIZER

