

VELAN HOTELS LIMITED

(CIN : L55101TZ1990PLC002653)

29th ANNUAL REPORT FOR THE YEAR ENDED 31st MARCH 2019

BOARD OF DIRECTORS

SRI P. GANESAN

NON-EXECUTIVE CHAIRMAN (DIN : 00049804)

SRI. E.V. MUTHUKUMARA RAMALINGAM

MANAGING DIRECTOR (DIN : 00046166)

SRI. M.R. GAUTHAM

EXECUTIVE DIRECTOR (DIN : 00046187)

SRI. GIRI BALASUBRAMANIAN (Upto 23.5.2019)

DIRECTOR (DIN : 00017497)

SRI. B.A. MADHUSUDHAN

DIRECTOR (DIN : 01027496)

SMT. M. SASIKALA

DIRECTOR (DIN : 01452586)

SRI. S.P. SIVANANDAM

DIRECTOR (DIN : 01864334)

SRI. M. SRINIVASAN

COMPANY SECRETARY

SMT. R. LALITHA

CHIEF FINANCIAL OFFICER

M/S.RANGARAJAN & CO

INTERNAL AUDITOR

AUDITORS

M/S. KRISHAAN & CO.,

Chartered Accountants

Flat No.10, C-Wing, 6th Floor

Parsn Manere, 442 (602) Anna Salai

Chennai 600 006

Phone : 044 - 2827 2569

E-mail : ksr@krishaan.in

REGISTRAR & SHARE TRANSFER AGENT (PHYSICAL & DEMAT)

SKDC CONSULTANTS LTD.

"Kanapathy Towers"

3rd Floor, 1391/A-1 Sathy Road

Ganapathy Post, Coimbatore 641 006

Phone : 0422 - 4958995

E-mail : info@skdc-consultants.com

BANKERS

AXIS BANK LIMITED

CANARA BANK

UNION BANK OF INDIA

REGD. & ADMINISTRATIVE OFFICE

41 Kangayam Road, Tirupur - 641 604 Tamil Nadu

LOCATION OF HOTELS

VELAN HOTEL-GREENFIELDS

41 Kangayam Road, Tirupur - 641 604 Tamil Nadu

VELAN HOTEL

Ritz Road, Bedford, Coonoor 643 101 Tamilnadu

LOCATION OF SHOPPING MALL

THE VELAN ESPLANADE

41 Kangayam Road, Tirupur - 641 604 Tamil Nadu

PROJECTS IN PROGRESS

1. The Velan Esplanade - Multiplex
2. Convention & Conference Hall
3. The Velan Renewable Energy Plant (TVREP) :
Bio-mass Based Co-Gen Renewable Energy Plant

VELAN HOTELS LIMITED

Regd. Office : 41, Kangayam Road, Tirupur 641 604

CIN : L55101TZ1990PLC002653

NOTICE OF THE 29th ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of Velan Hotels Limited will be held at the Registered Office of the Company at 41, Kangayam Road, Tirupur 641 604 on 27th September, 2019 at 12.05 p.m. to transact the following business :

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2019 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.
2. To appoint a Director in place of Mr.B.A.Madhusudhan having DIN 01027496 who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint a Director in place of Mrs. M.Sasikala having DIN 01452586, who retires by rotation and being eligible, offers herself for re- appointment.

SPECIAL BUSINESS:

4. To consider re-appointment of Mr.P.Ganesan (DIN: 00049804) as an Independent Director and continuation of holding office as an Non-Executive Director who crossed the age of 75 years and in this regard to consider, if thought fit, to pass, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules thereunder and the applicable provisions of the Listing Regulations, 2015, as amended, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr.P.Ganesan (DIN: 00049804) whose current period of office is expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with the Listing Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Act, Rules thereunder and Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, to hold office for a term of five consecutive years on the Board of the Company effective from 27th September, 2019 and whose term shall not be subject to retirement by rotation;

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members of the Company be and is hereby accorded to Mr. P. Ganesan (DIN: 00049804) for continuation of the Directorship in the Company who has already crossed the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. up to 28th September, 2019, on the existing terms and conditions and for the above said second term of five consecutive years effective from 27th September, 2019 as a Non-Executive Director of the Company."

5. To consider re-appointment of Mr.S.P.Sivanandam (DIN: 01864334) as an Independent Director and in this regard to consider, if thought fit, to pass, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules thereunder and the applicable provisions of the Listing Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr.S.P.Sivanandam (DIN: 01864334) whose current period of office is expiring on 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with the Listing Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Act, Rules thereunder and Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, to hold office for a term of five consecutive years on the Board of the Company effective from 27th September, 2019 and whose term shall not be subject to retirement by rotation;

6. To consider sale of movable and immovable assets and in this regard to consider, if thought fit, to pass, the following enabling resolution as a Special Resolution :

"RESOLVED THAT pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110, 180(1)(a) and any other applicable provisions of the Companies Act, 2013, the Rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company and further subject to the necessary approvals, consents, permissions and sanctions, if any, of any relevant statutory, regulatory or government authorities, Company's lenders / Bankers and/or other institutions or bodies, Asset Reconstruction Company(s) (ARCs) or and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee of directors constituted by the Board) , the consent, approval and authority of the Company be and is hereby granted for sale of the following assets (Undertakings) held by the Company together with all specified tangible and intangible assets, including land, building, personnel / employees, plant and machinery and other assets in relation to the Undertaking(s) including its brand name, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company by way of one or more transactions and to one or more persons / bodies corporate(s) / entity(s) not being "related parties" as defined under the Act and/or the Listing Regulations ("Related Parties") for an aggregate consideration to be decided by the Board and at such time and in such manner whether by way of business transfer or otherwise to one or more purchasers (not being Related Parties) on such terms and conditions and with such modifications as may be required as the Board, may, in its absolute discretion, deem fit and appropriate in the interests of the Company;"

Sl. No.	Classification of Property	Description of properties with Survey Nos	Nature of Property	Area of the Property
1	Shopping Mall	Tirupur Registration District, Tirupur Joint-2 Sub-Registration District, Tirupur Taluk, Tirupur town, Kangayam Road, Tirupur, S.F.No.43, Latest T.S. Ward-G, Block No.3, T.S.No.3/3B and T.S.No.3/4B	Land & Building alongwith building equipments	Land 49400 sq. ft. & Four Story Building - 107000 sq.ft. & Food Court area - 7377 sq.ft.
2	Multiplex	Tirupur Registration District, Tirupur Joint-2 Sub-Registration District, Tirupur Taluk, Tirupur town, Kangayam Road, Tirupur, present Re-Survey Ward No.G, Block No.3 - S.F. No.35, TS No.4/4 (Part), SF No.36, T.S. No.4/5(part), T.S.No.4/6(part), T.S.No.5/1A (part), S.F.No.41, T.S. No.4/3 in full, T.S.No.4/7(part), S.F.No.43, T.S.No.4/2 (part), T.S.No.3/3A (part), T.S.No.3/4A (part)	Land and partially built basement	Land- 85000 sq.ft approx
3	Renewable Energy Power Plant	Tirupur Registration District, Tirupur Joint-II Sub-Registration District, Tirupur Taluk, Tirupur town, Semedu Thottam, Tirupur, S.F.No.37 in present resurvey T.S.No.6, Block No.3. Ward -G-Northern Side-West(part), Ward-G center (part) and Ward-G Northern Side East (part)	Land & Building alongwith Plant & Machinery and Equipments.	Land 55637 sq.ft. & 32700 sq.ft. building
4	Convention Hall Area	Tirupur Registration District, Tirupur Joint-2 Sub-Registration District, Tirupur Taluk, Tirupur town, Kangayam Road, Tirupur, S.F.No.36 present Re-Survey T.S.No.5/1 Block No.3, Ward No. G (old T. S. No. Ward No. 6)	Vacant Land	36300 Sq.ft.
5	Velan Hotel-Coonoor	Property is situated within Nilgiris Registration District, Coonoor sub-Registration District, Coonoor Town and Municipality R.S.No.911/1A1 and 912 T.S.No.1/1A1 (old 1/1) Ward No-'B' Block No-6 Assessment Nos-2946, 2947 & 2948 - Extent of area Ac.2.71 and 132 sq.ft. of land and building there on bearing Door No.1,2,3 and 3A Property is situated within the Nilgiris Registration District ,Coonoor sub-Registration District, Coonoor Town and Municipality R.S.No.911/1A1 T.S.No.1/2 Ward No-'B' Block No-6 - Extent of Area AC.0.08 15/16. In all Ac.2.71 cents and 132 sq.ft. and Ac.0.08 15/16 of land and the hotel building thereon bearing door nos-1,2 & 3 and 3A with water and electricity connections, fittings and appurtenants thereon	Land & Building	2.819 Acres
6	Velan Hotel-Greenfield-Tirupur	a) Tirupur Registration District, Tirupur Joint 2 Sub-Registration District, Tirupur Taluk, Tirupur Town T.S. No. 8/2, Ward No "G" and Block NO.3, Tirupur Village, SF 41 measuring Ac 5.04 in this a specific extent of acres 0.94 of land	Land & Building	0.94 Acres
		b) Tirupur Registration District, Tirupur Joint 2 Sub-Registration District, Tirupur Taluk, Tirupur Village, Tirupur Town T.S. NO.6, Ward No "G" and Block NO.3, Tirupur Village, SF 37 measuring Ac 3.08 in this a specific extent of acres 1.27 of land	Land & Building	1.27 Acres

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed sale; to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company; to negotiate and finalize the Sale Agreement and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

7. To consider to enter Related Party Transaction and in this regard to consider, if thought fit, to pass, the following enabling resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers), Rules, 2014, as amended and other applicable regulatory provisions and subject to such approvals, confirmations, no-objections that may be required, approval of the Members be and is hereby accorded to the Board of Directors (which the term shall include any Board Committee duly authorised by the Board) of the Company to enter into material related party transaction(s) by availing Unsecured Loans of upto Rs. 30 Crores, in one or more tranches, from Managing Director and/or Executive Director of the Company, on such terms as detailed in the explanatory statement and any modifications/amendments thereto, from time to time, as may be approved by the Board, subject to the condition that the aggregate of principal amount of such Unsecured Loan shall not exceed an amount of Rs.50 Crores (Rupees Fifty Crores only) at any point in time, notwithstanding that the value of such transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of SEBI Listing Regulations or any other regulatory requirements."

For and on behalf of the Board



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

Place : Tirupur
Date : 30.05.2019

NOTES :

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses forming part of this Notice. The relevant details in respect of Item Nos. 4 to 7, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS -2) are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM OR THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as the proxy on behalf of Members upto and not exceed fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as the proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

In the case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of re-appointment of Auditors, who were appointed in the Annual General Meeting, held on 27th September, 2017. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.
4. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the Meeting. Members/proxies are requested not bring any guest with them.
5. Members holding shares in physical form are requested to notify change in their address, bank mandate, e-mail address, if any, to the Registrar & Share Transfer Agent of the Company and Members holding shares in dematerialised form are requested to notify change in their address / bank mandate / email ID to their respective Depository Participants.
6. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the Secretarial Standard-2 on "General Meetings" issued by The Institute of Company Secretaries of India, the particulars of appointment/re-appointment at the forthcoming Meeting are annexed to the Notice forms integral part of the Notice. The Directors have furnished the requisite declarations for their re-appointment. Mr.B.A.Madhusudhan and Mrs.M.Sasikala - Directors retire by rotation and, being eligible, offer for re-appointment at the Annual General Meeting. A brief resume of the said Directors is given below :

I	1. Name	: Sri. B.A. MADHUSUDHAN
	2. DIN	: 01027496
	3. Age	: 45 Years
	4. Qualification	: B.E. in Computer Engineering (from Madras University M.S. in Computer Science (from University of Kentucky) Post - Graduate Degree in Management from IIM Ahmedabad
	5. Date of Appointment	: 28.3.2012
	6. Experience	: Bio Mass Power Plant
	7. Shareholding in Velan Hotels Ltd	: 36,296 Shares
	8. List of Directorships held in Other Companies	: Whirl Academy Private Limited
	9. Membership in Other Board Committees, if any	: Nil

II	1. Name	:	Mrs. M. Sasikala
	2. Directors Identification Number (DIN)	:	01452586
	3. Age	:	64 Years
	4. Qualification	:	Bachelor of Arts
	5. Date of Appointment	:	28.3.2012
	6. Shareholding in Velan Hotels Ltd	:	21,30,743 Shares
	7. List of Directorships held in Other Companies	:	Shree Vallee Enterprises Pvt Ltd
	8. Membership in Other Board Committees	:	Available in Report on Corporate Governance

7. The equity shares of the Company are listed on BSE Ltd. The Annual Listing fee shall be made in due course. The Annual Custody Fees due to both the Depositories will be paid soon.
8. For the convenience of the Members and proper conduct of the Meeting, entry to the meeting venue will be regulated by Attendance Slip is enclosed in the Notice. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue of the AGM.
9. Pursuant to the prohibition imposed vide Secretarial Standards on General Meetings (SS-2) issued by ICSI and the MCA Circular, no gifts shall be distributed at the Meeting.
10. Members are requested to register their email id and the changes therein from time to time with the Company to enable the Company to send notices/documents through email as permitted by law.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September 2019 (Saturday) to 27th September, 2019(Friday) (both days inclusive).
12. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Share Transfer Agent / the Company.
13. Members/proxies should bring the Attendance Slip are attached in the Annual Report for attending the meeting.
14. The Notice of the AGM 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, a physical copy is being sent by permitted mode. Soft copy of the Annual Report for f.y.2018-19 will also be sent by electronic mode and physical copy of the same will be sent to the Members by post / courier with in the time stipulated by the Act / Rules.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
16. The Company has designated an exclusive e - mail id for investor redressal investorrelations@velanhotels.com and info@skdc-consultants.com belongs to our Registrar and Share Transfer Agent.

17. SEBI has vide Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20 April 2018, directed all the listed companies to record the Income Tax PAN, bank account details of all their shareholders holding shares in physical form and advise them to dematerialise their physical securities. Accordingly, the Company has sent letters by Registered Post to the shareholders holding shares in physical form at their last known address, advising them to register their Income Tax PAN (including that of joint holders, if any) and the bank account details. This was followed by two reminder letters to those shareholders who have not responded earlier. All those shareholders who are yet to update their details with the Company are requested to do so at the earliest. The shareholders are also advised to intimate any change in address and/or name, submit National Electronic Clearing Service (NECS) or Electronic Clearing Service (ECS) mandates, nominations, e-mail address, contact numbers, etc., if not so done, by writing to the Company's Registrar & Share Transfer Agents, SKDC CONSULTANTS LTD "Kanapathy Towers" 3rd Floor, 1391/A-1 Sathy Road Ganapathy Post, Coimbatore 641 006 - Phone : 0422 - 4958995 E-mail : info@skdc-consultants.com for providing efficient and better services. Members holding securities in dematerialised form are requested to intimate such changes to their respective depository participants.
18. SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from 1 April 2019. The shareholders who continue to hold shares in physical form even after this date, will not be able to lodge the shares with the Company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form will be accepted by the RTA.
19. Your attention is invited on the Companies (Significant Beneficial Ownership) (Amendment) Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the Company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
20. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
21. The route map showing directions to reach the venue of the 29th AGM is given as per requirement of the Secretarial Standard-2 on General Meeting.
22. Voting through electronics means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 44 of SEBI Listing Regulations, the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically at a place other than the venue of the AGM), through e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice.

Instructions for the voting through electronic means

- i) The voting period begins on 24th September, 2019 at 9.00 a.m. and ends on 26th September, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20/09/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below :
- ix) After entering these details appropriately, click on "SUBMIT" tab.

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (ii).

- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN relevant to VELAN HOTELS LIMITED on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can also download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) Note for Non - Individual Shareholders and Custodians
 - " Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - " A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - " After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - " The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - " A scanned copy of the Board Resolution and Power of Attorney (POA), duly signed and executed in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.