

VELAN HOTELS LIMITED

(CIN : L55101TZ1990PLC002653)

30th ANNUAL REPORT FOR THE YEAR ENDED 31st MARCH 2020

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. B.A. MADHUSUDHAN (Upto 18.8.2020)

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

SRI. GANESH VISWANATHAN

SECRETARIAL 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 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting ("AGM") of the Members of the Velan Hotels Limited will be held on Saturday, 26th December, 2020 at 12.05 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2020 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.M.R.Gautham having DIN 00046187 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.M.R.Gautham (DIN: 00046187) as an Executive Director without remuneration and in this regard to consider, if thought fit, to pass, the following resolutions as an Ordinary Resolution :

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment of Mr.M.R.Gautham as the Executive Director of the Company for a further period of three years with effect from 11/11/2019 on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and as may be acceptable to Mr.M.R.Gautham"

"RESOLVED FURTHER THAT Mr.M.R.Gautham shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution"

5. To consider adoption of new set of Memorandum of Association of the Company and in this regard to consider, if thought fit, to pass, the following resolutions as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act 2013, and all other applicable provisions, if any, of the Companies Act 2013 and the rules framed thereunder, and subject to any amendment(s) thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force as may be made therein(“Companies Act”) and subject to the approval of the Registrar of Companies, Tamilnadu, Coimbatore (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary from the appropriate authorities which the Board of Directors is hereby authorized to accept as may be deemed fit, consent of the members of the Company be and is hereby accorded to amend the Memorandum of Association of the Company with respect to the Object Clause (Clause III), Liability Clause (Clause IV) and Share Capital Clause (Clause V) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013 and consequently changing the object numbering as may be appropriate”

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I to the Act, Clause III-A of the existing Object Clause “The main objects to be pursued by the Company on its incorporation are” be substituted by new heading, “The Objects to be pursued by the Company on its Incorporation”

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I to the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

- Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:”

“RESOLVED FURTHER THAT the existing Clause III (c) – Other Objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety”

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I to the Act, the Clause IV of the Memorandum of Association of the Company, be altered as under:

- The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”.

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I to the Act, the Clause V of the Memorandum of Association of the Company, be altered as under:

- The Authorised Share Capital of the Company Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores only) equity shares of Rs. 10/- (Rupees Ten) each”

“RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013”

“RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by the appropriate authority and accepted by the Board of Directors, be adopted as the Memorandum of Association of the Company”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as

they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies/Ministry of Corporate Affairs), in connection with the alteration of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/or generally to give effect to the foregoing resolutions.”

6. To consider alteration of Main Object clause of the Memorandum of Association of the Company and in this regard to consider, if thought fit, to pass, the following resolutions as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act 2013, and all other applicable provisions, if any, of the Companies Act 2013 and the rules framed thereunder, and subject to any amendment(s) thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force as may be made therein (“Companies Act”) and subject to the approval of the Registrar of Companies, Tamilnadu, Coimbatore (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary from the appropriate authorities which the Board of Directors is hereby authorized to accept as may be deemed fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clauses of the Memorandum of Association of the Company (the “Memorandum”)”

“RESOLVED FURTHER THAT Clause III(A) of the Memorandum of Association of the Company be altered by inserting following sub-clauses after sub-clause 3:

4. To carry on India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric power, wind power in all its branches at such place or places as may be permitted by appropriate authorities by establishments of thermal plants, gasification power plant, hydel power plants, atomic plants, wind power plants, co generation, bio mass, solar plants, Bio mass Gasifier power plants and other power plants based on any source of energy as may be developed or invented in future and also to produce electricity by non conventional method with the use of agricultural by products such as coco peat, coir, fiber and to construct, lay down, establish, operate and maintain power generation plants and stations based on conventional and non-conventional energy systems such as hydel, wind, wave, bio gas, bio fuels, vegetable oils, solar, steam, LSHS diesel, furnace oil, coal gas, hydro carbon, LPG, bio mass generated gas and all kinds of fuel facilities that are owned or leased or operated under any such arrangement including the energy saving devices and all kinds of civil engineering works.
5. To carry on the business of builders, constructors, developers, demolishers, levelers, scrapers of shopping complex, commercial complex, residential units, halls, marriage halls, hotel complexes, hospitals, theatres, multiplexes, drainage facility, roads bridges, flyovers, highways, godowns, hangers, bus stands, railway stations, shipyards, airports, platforms, subways, underground facilities for road / rail / sea transport, pipelines all infrastructural and other civil engineering works.
6. To carry on the business of process, produce. Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in ready-to-eat foods, processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, red meat products / foods, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condes, lemon drops, chocolate, toffees, tinned fruits, jams, jelly, pickles,

squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India.

7. To carry on the business of letting on lease or license, alienate or transfer any land, buildings, plant, machinery, stock-in-trade, stores, rights, privileges, easements, undertakings and other movable and immovable properties belonging to the Company on lease rent, royalty, share of profits or otherwise and to grant licenses, easements and other rights in or other lawful purpose connected with the business of the Company to deal with the whole or any part of, the undertaking, land and building, property, assets rights and effects of the Company, either together or in portions to any person(s) / any entity(ies) and to extend or terminate such lease or to deal with the same in any manner as the Company may think fit”.

“RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by the appropriate authority and accepted by the Board of Directors, be adopted as the Memorandum of Association of the Company”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies/ Ministry of Corporate Affairs), in connection with the alteration of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/or generally to give effect to the foregoing resolutions.”

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 authorized 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 : 14.09.2020

NOTES :

1. The AGM will be held on Saturday, 26th December, 2020 at 12:05 p.m. through Video Conferencing(VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, dated 08th April, 2020, MCA General Circular No. 17/2020, dated 13th April, 2020 and MCA General Circular No. 20/2020 dated 05th May, 2020. Pursuant to the provisions of Section 96(1) of the Companies Act, 2013 read with Rule 12(2) of the Companies (The Registration Offices and Fees) Rules, 2014 ("the Rules") and other applicable provisions of the Act and Rules made there under including any amendments thereto for the time being in force, the Company considering the difficulty to hold Annual General Meeting within the stipulated period i.e. upto September 30, 2020, moved an application to the Registrar of Companies, Tamilnadu, Coimbatore for seeking extension of time for holding AGM for the financial year ended March 31, 2020 by three months i.e. upto December 31, 2020. Accordingly, the Registrar of Companies, Tamilnadu, Coimbatore has granted extension of time for holding the 30th Annual General Meeting of the Company by a period of three months i.e., up to 31st December, 2020 under section 96(1) of the Companies Act, 2013. BSE Ltd was informed of the postponement of holding of AGM.
2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Bodies Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Bodies Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id: investorrelations@velanhotels.com, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05th May, 2020, physical attendance of the Members is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.

Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:

- ❖ Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - ❖ Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent namely SKDC Consultants Limited on their email id: info@skdc-consultants.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id: info@skdc-consultants.com.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 24.
 6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, the members are therefore requested to submit questions in advance relating to the business specified in this Notice of AGM on the Email-ID investorrelations@velanhotels.com
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21st December, 2020 to Saturday 26th December 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
9. The information regarding the Director who is proposed to be re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed in Sl.No. 29.
10. An explanatory Statement setting out details relating to the special business to be transacted at the Annual General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
11. As per the provisions of Clause 3. A. II. of the General Circular No. 20/2020 dated May 05, 2020, the matters of Special Business as Item Nos.4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
12. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the 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 Company or to the Registrar and Share Transfer Agent.
14. Members desiring any information as regards to Accounts are requested to send an email to investorrelations@velanhotels.com 7 days in advance before the date of the meeting to enable the Management to keep full information ready on the date of AGM.
15. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to investorrelations@velanhotels.com.
16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. The Annual Report along-with the Notice of AGM will be placed on the Company's website on www.velanhotels.com
19. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.

20. Shareholders of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 27th November, 2020 will receive Annual Report for the financial year 2019-20 through electronic mode only.
21. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. 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.
22. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

23. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
- b. The Board of Directors of the Company has appointed Mr. S.Ganesh Viswanathan, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19th December, 2020.
- d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 19th December, 2020 only shall be entitled to cast their vote either through remote e-voting or through E-voting at the AGM.
- e. The Results declared along-with the report of the Scrutinizer shall be placed on the website of the Company www.velanhotels.com and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited.
- f. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th December, 2020.
- g. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The Instructions for Members for Remote E-Voting are as under:-

- i) The voting period begins on 23rd December, 2020 at 9.00 a.m. and ends on 25th December, 2020 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 19/12/2020 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. (or)
 Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically
- 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 :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by company / RTA or contact company / RTA.</p>
Dividend Bank Details OR Date of Birth DOB	<p>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.</p> <p>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 (v).</p>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer 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.

The Instructions for Members for E-Voting on the day of the AGM are as under:-

- i) The procedure for E- Voting is same as the instructions mentioned above for remote e-voting.
- ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and