



VELAN HOTELS LIMITED

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GSTIN : 33AAACV8449H3Z3 / CIN : L55101TZ1990PLC2653

September 30, 2022

BSE Ltd
Corporate Relationship Dept
Floor No.25, P.J.Towers
Dalal Street
Mumbai 400 001

Dear Sirs

Sub: Submission of summary of proceeding of 32nd Annual General Meeting of the Company (AGM) – Reg

We would like to inform you that the 32nd Annual General Meeting (AGM) of the members of the Company was held on Thursday, 29th September, 2022 at 11:45 a.m. through Video Conferencing ('VC').

Please find enclosed herewith summary of proceedings of the 32nd Annual General Meeting (AGM), as required in terms of Regulation 30 read with Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take note of the same in your records.

Thanking you

Yours truly
For Velan Hotels Ltd

M.Srinivasan
Company Secretary

PROCEEDINGS OF 32nd ANNUAL GENERAL MEETING.

The 32nd Annual General Meeting of the Members of Velan Hotels Limited was held on Thursday, the 29th day of September, 2022 commencing from 11.45 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in compliance with various Circulars issued by the Ministry of Corporate Affairs and SEBI dated January 15, 2021 read with previous circulars (collectively referred to as “Applicable Circulars”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Secretarial Standards issued by ICSI.

Mr.M.Srinivasan, 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. P.Ganesan, Chairman could not participate the meeting. Pursuant to Article 87 of Articles of Association of the Company and 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 informed that the Meeting was convened through VC / OAVM in compliance with the various circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

He then welcomed all the Members to the 32nd Annual General Meeting of the Company and introduced the Directors, Statutory Auditors and Secretarial Auditor who joined the meeting through VC. Due to pre-occupation, Mr.S.P.Sivanandam, Independent Director could not attend the meeting.

The Chairman of the meeting confirmed that quorum was present. 53 nos of Public shareholders and 5 nos of promoters group participated in the meeting through VC. The Chairman declared that the requisite quorum was present, called the meeting was in order.

With the consent of the Members present, Notice dated 12th August, 2022 convening the meeting together with the Financial Statements, Directors' Report, Management Discussion & Analysis Report and Report on Corporate Governance etc., the copies of which were emailed to the Members, were taken as read.

With the consent of the members present, Independent Auditors' Report dated 30th May, 2022 and Secretarial Audit Report dated 12th August, 2022 were taken as read.

As required under Section 145 of the Companies Act, 2013, as directed by the Chairman, the Statutory Auditor read out the Independent Auditors' Report which contains qualifications / observations on Annual Accounts of the Company for the financial year 2021-2022. Then the Chairman directed the Secretarial Auditor to read out the Compliance Certificate on Corporate Governance Report & Secretarial Audit Report for the Financial Year 2021-22.

Then the Chairman of the Meeting delivered the Chairman's speech. He covered the overview of the economic environment, performance and outlook of the Company.

The Chairman of the meeting, then informed the members that 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. 22.09.2022 were entitled to vote on the proposed resolutions of this Annual General Meeting. The remote e-Voting period remained open from 26.09.2022 (9.00 a.m., IST) to 28.09.2022 (5.00 p.m., IST) (both days inclusive). The Chairman of the meeting then informed the members who have not casted their votes on the resolution as mentioned in the Annual General Meeting notice by remote e-voting prior to the Annual General Meeting may cast their vote through e-voting system available on the voting page of CDSL during the continuation of this Annual General Meeting simultaneously while watching the proceedings of the meeting.

The Chairman of the meeting further informed the members that the Board of Directors have 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.

The Chairman of the meeting thereafter took up the business as stated in the Notice of AGM dated 12th August, 2022. He explained the objective and implications, if any, of the resolutions enlisted in the AGM Notice and read out all the 5 resolutions proposed for approval of the shareholders at the meeting as follows:

Sl.No	Description	Type of Resolution
1	To receive, consider and adopt the Balance Sheet as at March 31, 2022 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 consider re-appointment of Statutory Auditor for a period of five years.	Ordinary Resolution
4	To re-appoint Mr.M.R.Gautham as Executive Director for a period of three years	Ordinary Resolution
5	To consider to enter Related Party Transaction with related parties	Ordinary Resolution

The Chairman of the Meeting then invited the Shareholders for the Question & Answer session with respect to the Annual Report F.Y. 2021-22 to the Directors and the management present. The Queries raised by the shareholders were satisfactorily addressed by Mr.M.R.Gautham, Executive Director cum Chairman of the Meeting.

The Chairman of the meeting then requested members to participate in the e-Voting in respect of all the 5 resolutions, if not casted during remote e-voting process. He announced that e-voting process would continue for next 30 minutes after which the same would be disabled. The result of voting will be announced within the time prescribed and the same will be intimated to BSE Ltd and also uploaded on the Company's website and on website of the agency providing e-voting platform i.e. CDSL.

The proceedings concluded around at 12.10 p.m. with the Chairman proposing a vote of thanks.

It is hereby confirmed that the meeting was called, convened, held and conducted as per provisions of the Act, the rules notified thereunder and Secretarial Standards-2 on General Meeting issued by ICSI.

Place : Tirupur

Date : 29/09/2022

M.Srinivasan
Company Secretary