



Hotels

**VELAN HOTELS LIMITED**

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CIN : L55101TZ1990PLC002653

September 30, 2015

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 25<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2015 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 26<sup>th</sup> September, 2015 @ 9.00 a.m. to 28<sup>th</sup> September, 2015 @ 5.00 p.m.

**Details of AGM**

Date of AGM	29 <sup>th</sup> September, 2015
Total No.of shareholders as on record date	8112
Book Closure Date	23/09/2015 to 29/09/2015
No.of Shareholders present in the Meeting either in person or through proxy	63
Promoter and Promoter Group	7 (including one corporate)
Public	56
No. of shareholders attended the meeting through video conferencing.	Not arranged

**The details of resolutions passed through e-voting and poll conducted at 25<sup>th</sup> Annual General Meeting**

Item No.	Description	Resolution	Mode of Voting	Remarks
1	Adoption of Audited Balance Sheet as at on 31 <sup>st</sup> March, 2015, Statement of Profit & Loss for the year ended on that date and Reports of the Directors and Auditors thereon.	Ordinary	E-Voting & Poll	The resolution was passed with requisite majority
2	Re-appointment of Sri.M.R.Gautham retires by rotation and seeking re-election	Ordinary	E-Voting & Poll	The resolution was passed with requisite majority
3	Re-appointment of Sri.B.A.Madhusudhan, retires by rotation and seeking re-election	Ordinary	E-Voting & Poll	The resolution was passed with requisite majority
4	Re-appointment of Statutory Auditors and fixing their remuneration	Ordinary	E-Voting & Poll	The resolution was passed with requisite majority
5	Approval of Related Party Transaction	Ordinary	E-Voting & Poll	The resolution was passed with requisite majority
6	Amendment to the Articles of Association of the Company to be in line with the Companies Act, 2013	Special	E-Voting & Poll	The resolution was passed with requisite majority

**Details of Voting Result:**

**Item No.1**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date, the Reports of Directors and Auditors and the Cash Flow Statement thereon.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	25618030	19038268	74.316	19038268	0	100.000	0.00
Public - Institutional holders	7000	-	-	-	-	-	-
Public-Others	6339089	38180	0.602	38180	0	100.000	0.00
<b>Total</b>	<b>31964119</b>	<b>19076448</b>	<b>59.681</b>	<b>19076448</b>	<b>0</b>	<b>100.000</b>	<b>0.00</b>

*Ans*

**Item No.2**

To appoint a Director in place of Sri. M.R. Gautham having DIN 00046187, who retires by rotation and being eligible, offers himself for re- appointment.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	25618030	19038268	74.316	19038268	0	100.000	0.00
Public - Institutional holders	7000	-	-	-	-	-	-
Public-Others	6339089	38180	0.602	37498	682	98.214	1.786
<b>Total</b>	<b>31964119</b>	<b>19076448</b>	<b>59.681</b>	<b>19075766</b>	<b>682</b>	<b>99.996</b>	<b>0.004</b>

**Item No.3**

To appoint a Director in place of Sri. B.A. Madhusudhan, having DIN 01027496, who retires by rotation and being eligible, offers himself for re- appointment.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	25618030	19038268	74.316	19038268	0	100.000	0.00
Public - Institutional holders	7000	-	-	-	-	-	-
Public-Others	6339089	38180	0.602	37498	682	98.214	1.786
<b>Total</b>	<b>31964119</b>	<b>19076448</b>	<b>59.681</b>	<b>19075766</b>	<b>682</b>	<b>99.996</b>	<b>0.004</b>

**Item No.4**

Re-appointment of Statutory Auditors and fixing their remuneration

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	25618030	19038268	74.316	19038268	0	100.00	0.00
Public - Institutional holders	7000	-	-	-	-	-	-
Public-Others	6339089	38180	0.602	38180	0	100.00	0.00
<b>Total</b>	<b>31964119</b>	<b>19076448</b>	<b>59.681</b>	<b>19076448</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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**Item No.5**

## Approval of Related Party Transaction.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	25618030	-	-	-	-	-	-
Public - Institutional holders	7000	-	-	-	-	-	-
Public-Others	6339089	38180	0.602	37498	682	98.214	1.786
<b>Total</b>	<b>31964119</b>	<b>38180</b>	<b>0.119</b>	<b>37498</b>	<b>682</b>	<b>98.214</b>	<b>1.786</b>

**Item No.6**

## Amendment to the Articles of Association of the Company to be in line with the Companies Act, 2013

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	25618030	19038268	74.316	19038268	0	100.00	0.00
Public - Institutional holders	7000	-	-	-	-	-	-
Public-Others	6339089	38180	0.602	38180	0	100.00	0.00
<b>Total</b>	<b>31964119</b>	<b>19076448</b>	<b>59.681</b>	<b>19076448</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The Scrutinizer's Report on the combined results is 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

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

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September 30, 2015

**REPORT OF SCRUTINIZER**  
[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the  
Companies (Management and Administration) Amendment Rules, 2015]

To

The Managing Director / Chairman of the Meeting  
Velan Hotels Limited  
41 Kangayam Road  
Tirupur – 641 604

Dear Sir,

I, S.R. BAALAJI, BCom, FCS Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting of the Equity Shareholders of "Velan Hotels Limited" held on 29<sup>th</sup> September 2015 at 4.45 pm at the registered office of the Company at : 41, Kangayam Road, Tirupur 641604 for the purpose of scrutinizing the E-Voting process and Physical Ballot voting at the venue in a fair and transparent manner and ascertaining the requisite majority on E-Voting and Physical Ballot voting at venue carried out as per section 108 of the Companies Act,2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

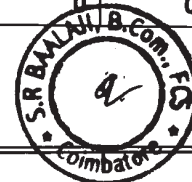
1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 28<sup>th</sup> August, 2015 to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the 25<sup>th</sup> Annual General Meeting of "Velan Hotels Limited" (Item No.1 (One) to 6 (Six) of the Notice of 25<sup>th</sup> Annual General Meeting of Velan Hotels Limited. The Members holding equity shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2015 were only considered for e-voting and for voting at the meeting venue.
2. The E-Voting period remained open from 09.00 AM on Saturday 26<sup>th</sup> September, 2015 upto 05.00 PM on Monday 28<sup>th</sup> September, 2015.
3. The Managing Director & Chairman of the Meeting, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Ballot Forms provided at the Meeting venue to all those members who were present at the Meeting but have not cast their votes by availing the remote e-voting.



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

4. After the conclusion of the Meeting, the Ballot Boxes were opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms.
5. The Votes cast through E-Voting were unblocked on 30<sup>th</sup> September, 2015 around 3.10 pm in the presence of two witnesses, namely Mr.K.Marimuthu and Mr.R.Sasidharan, who are not in employment of the Company.
6. In tune with the Instructions contained in the instructions given for e-voting sent along with the Notice dated 28<sup>th</sup> May, 2015, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form voted at the venue), I have considered only E-Voting by not reckoning the voting done through Ballot Form.
7. There were 2 Ballot Forms involving 1400 shares which were incomplete and / or were otherwise defective and had been kept separately.
8. I have collated the votes received through E-Voting process and Physical Ballot forms voted at venue 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 Annual Financial Statements as on 31 <sup>st</sup> March, 2015. (Ordinary resolution)	E-Voting	1	682	100.000	0	0	0.000
		Ballot form at the AGM	62	19075766	100.000	0	0	0.000
		<b>Total</b>	<b>63</b>	<b>19076448</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
2	Re-appointment of Sri M.R.Gautham, Director, retires by rotation and seeking re-election. (Ordinary resolution)	E-Voting	0	0	0.000	1	682	100.000
		Ballot form at the AGM	62	19075766	100.000	0	0	0.000
		<b>Total</b>	<b>62</b>	<b>19075766</b>	<b>99.996</b>	<b>1</b>	<b>682</b>	<b>0.004</b>
3	Re-appointment of Sri B.A.Madhusudhan, Director, retires by rotation and seeking re-election (Ordinary resolution)	E-Voting	0	0	0.000	1	682	100.000
		Ballot form at the AGM	62	19075766	100.000	0	0	0.000
		<b>Total</b>	<b>62</b>	<b>19075766</b>	<b>99.996</b>	<b>1</b>	<b>682</b>	<b>0.004</b>
4	Re-appointment of Statutory Auditors and fixing their Remuneration (Ordinary resolution)	E-Voting	1	682	100.000	0	0	0.000
		Ballot form at the AGM	62	19075766	100.000	0	0	0.000
		<b>Total</b>	<b>63</b>	<b>19076448</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>



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Sivanandha Colony, COIMBATORE - 641 012.

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


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5	Approval of Related Party Transactions (Ordinary resolution)	E-Voting	0	0	0.000	1	682	100.000
		Ballot form at the AGM	55	37498	100.000	0	0	0.000
		<b>Total</b>	<b>55</b>	<b>37498</b>	<b>98.214</b>	<b>1</b>	<b>682</b>	<b>1.786</b>
6	Amendment to the Articles of Association of the Company to be in line with the Companies Act, 2013. (Special resolution)	E-Voting	1	682	100.000	0	0	0.000
		Ballot form at the AGM	62	19075766	100.000	0	0	0.000
		<b>Total</b>	<b>63</b>	<b>19076448</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>

9. Shareholding of Promoter / Promoter group has been computed proportionately on the basis of the public shareholding in the company in respect of all the resolution as per Order issued by SEBI in relation to the compliance by listed companies with the requirement of minimum public shareholding.
10. As per provision of Section 188 of the Companies Act, 2013 and listing agreement, the related parties in respect of the Resolution No.5 in connection with related party transaction did not vote either in e-voting / poll at the venue at AGM.
11. 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 25<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of Velan Hotels Limited, for safe custody.

Thanking you,

Yours faithfully,

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