

**ANNEXURE - D****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : L55101TZ1990PLC002653
- ii) Registration Date : 21.3.1990
- iii) Name of the Company : VELAN HOTELS LIMITED
- iv) Category / Sub-Category of the Company : Company Limited by Shares
- v) Address of the Registered office and contact details : 41 Kangayam Road, Tirupur 641 604 - Tamil Nadu  
Ph : 0421-431 1111  
E-mail : info@velanhotels.com
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : S K D C Consultants Limited  
Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road  
Ganapathy, Coimbatore, Tamilnadu-641006  
Ph : 0422 - 4958995, 2539835-36  
E-mail : info@skdc-consultants.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated :

SI No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Lodging	55101	51.10 %
2	Restaurants & Bars	56301	48.90 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SI No	Name and address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.					
2.					
3.					
4.					

Not Applicable

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

S No	Category of shareholders	No. of shares held at the beginning of the year (As on 01-04-2018)				No. of shares held at the end of the year (As on 31-3-2019)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A.	Promoter									
	1) Indian									
	a) Individual/ HUF	22791096	-	22791096	71.302	22791096	-	22791096	71.302	-
	b) CentralGovt	-	-	-	-	-	-	-	-	-
	c) State Govt(s)	-	-	-	-	-	-	-	-	-
	d) Bodies Corp	2826934	-	2826934	8.844	2826934	-	2826934	8.844	-
	e) Banks / FI	-	-	-	-	-	-	-	-	-
	f) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total(A)(1):-	25618030	-	25618030	80.146	25618030	-	25618030	80.146	-
	2) Foreign									
	g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
	h) Other-Individuals	-	-	-	-	-	-	-	-	-
	i) Bodies Corp.	-	-	-	-	-	-	-	-	-
	j) Banks / FI	-	-	-	-	-	-	-	-	-
	k) Any Other....	-	-	-	-	-	-	-	-	-
	Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter & Promoter Group A=(A)(1)+(A)(2)	25618030	-	25618030	80.146	25618030	-	25618030	80.146	-
B.	Public Shareholding									
	1. Institutions	-	-	-	-	-	-	-	-	-
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / FI	-	-	-	-	-	-	-	-	-
	c) Central Govt	-	-	-	-	-	-	-	-	-
	d) State Govt(s)	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) FIs	-	-	-	-	-	-	-	-	-
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others (specify)	-	-	-	-	-	-	-	-	-
	j) Foreign Portfolio inv	-	-	-	-	-	-	-	-	-
	Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
	2. Non Institutions									
	a) Bodies Corp.									
	i) Indian	116313	75400	191713	0.600	268793	9300	278093	0.870	0.270
	ii) Overseas	-	-	-	-	-	-	-	-	-
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1214743	531190	1745933	5.462	1239809	424670	1664479	5.208	-0.254
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3128271	235300	3363571	10.523	3685266	39800	3725066	11.654	1.131
	c) Others(Specify)	-	62650	62650	0.196	-	62650	62650	0.196	-
	i) Directors& Relatives									
	ii) NRI	8359	-	8359	0.026	5359	5359	-	0.016	-0.010
	iii) OCB	-	1000	1000	0.000	-	1000	1000	0.000	0.000
	iv) Clearing Members	73445	-	73445	0.230	64669	-	64669	0.202	-0.028
	v) HUF	578395	-	578395	1.810	74153	-	74153	0.232	-1.578
	vi) IEPF Authority	321023	-	321023	1.004	470720	-	470720	1.473	0.469
	Sub-total (B) (2)	5440549	905540	6346089	19.854	5808769	537320	6346089	19.854	0.000
	Total Public Shareholding (B)=(B)(1)+(B)(2)	5440549	905540	6346089	19.854	5808769	537320	6346089	19.854	0.000
C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>31058579</b>	<b>905540</b>	<b>31964119</b>	<b>100.000</b>	<b>31426799</b>	<b>537320</b>	<b>31964119</b>	<b>100.00</b>	<b>0.000</b>

## ii) Shareholding of Promoter

S No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	Sri. E. V. Muthukumara Ramalingam	12678383	39.664	Nil	12678383	39.664	Nil	Nil
2	Sri. M. R. Gautham	6420750	20.087	Nil	6420750	20.087	Nil	Nil
3	Mrs. M. Sasikala	2130743	6.666	Nil	2130743	6.666	Nil	Nil
4	Mrs. G. Sharmada	795344	2.488	Nil	795344	2.488	Nil	Nil
5	Mrs. Pallavi Naveen Mandradiar	729580	2.282	Nil	729580	2.282	Nil	Nil
6	Sri. B. A. Madhusudhan	36296	0.114	Nil	36296	0.114	Nil	Nil
7	M/s. Shree Vallee Enterprises Pvt Ltd	2826934	8.844	Nil	2826934	8.844	Nil	Nil
	Total	25618030	80.145	Nil	25618030	80.145	Nil	Nil

## iii) Change in Promoters' Shareholding ( please specify, if there is no change) – NOT APPLICABLE

S No		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	25618030	80.145	—	—
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweatequity etc):	—	—	—	—
3	At the end of the year	—	—	25618030	80.145

## iv) Shareholding Pattern of top ten Shareholders : (other than Directors and Promoters and Holders of GRDs and ADRs) :

S No	Name of the Top 10 shareholders	Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kaliappagounder Subramaniam	560000	1.752		
	Increase/Decrease during the year	---	---		
	At the end of the year			560000	1.752
2	Prithviraj	505000	1.580		
	Increase/Decrease during the year	---	---		
	At the end of the year			505000	1.580

## iv) Shareholding Pattern of top ten Shareholders : (other than Directors and Promoters) Contd...

S No	Name of the Top 10 shareholders	Shareholding at the Beginning of the year		Shareholding at the End of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	Investor Education Protection Fund	321023	1.004		
	Increase/Decrease during the year	149697	0.469		
	At the end of the year			470720	1.473
4	Kanku	250000	0.782		
	Increase/Decrease during the year	—	—		
	At the end of the year			250000	0.782
5	Mahaveer Chand	215000	0.673		
	Increase/Decrease during the year	—	—		
	At the end of the year			215000	0.673
6	Kishore Kumar Salecha	212442	0.665		
	Increase/Decrease during the year	—	—		
	At the end of the year			212442	0.665
7	P.S.Kathiresan	195500	0.612		
	Increase/Decrease during the year	—	—		
	At the end of the year			195500	0.612
8	Master Capital Services Ltd	65834	0.206		
	Increase/Decrease during the year	89325	0.279		
	At the end of the year			155159	0.485
9	Amit Jain	151522	0.474		
	Increase/Decrease during the year	—	—		
	At the end of the year			151522	0.474
10	Shivangi Agarwal	43055	0.135		
	Increase/Decrease during the year	106945	0.334		
	At the end of the year			150000	0.469
11	Vibha Prashant Bamb	143961	0.450		
	Increase/Decrease during the year	(557)	0.001		
	At the end of the year			143404	0.449
12	Mahender Agarwal HUF	500000	1.564		
	Increase/Decrease during the year	(500000)	1.564		
	At the end of the year			—	—

## v) Shareholding of Directors and Key Managerial Personnel:

S No	Name of Directors and Key Managerial Personnel	Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr.E.V.Muthukumara Ramalingam	12678383	39.664		
	Increase/Decrease during the year	—	—		
	At the end of the year			12678383	39.664
2	Mr.M.R.Gautham	6420750	20.087		
	Increase/Decrease during the year	—	—		
	At the end of the year			6420750	20.087
3	Mrs. M. Sasikala	2130743	6.666		
	Increase/Decrease during the year	—	—		
	At the end of the year			2130743	6.666
4	Mr. B.A. Madhusudhan	36296	0.114		
	Increase/Decrease during the year	—	—		
	At the end of the year			36296	0.114
5	Mr. P. Ganesan	33050	0.103		
	Increase/Decrease during the year	—	—		
	At the end of the year			33050	0.103
6	Mr. S.P. Sivanandam	100	0.000		
	Increase/Decrease during the year	—	—		
	At the end of the year			100	0.000
7	Mr.Giri Balasubramanian (*)	—	—		
	Increase/Decrease during the year	—	—		
	At the end of the year			—	—
8	Smt.R.Lalitha - Chief Financial Officer	—	—		
	Increase/Decrease during the year	—	—		
	At the end of the year			—	—
9	Mr.M.Srinivasan - Company Secretary	—	—		
	Increase/Decrease during the year	—	—		
	At the end of the year			—	—

(\*) Resigned on 23/05/2019

## vi. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	81,03,36,359	5,19,70,781	—	86,23,07,170
ii) Interest due but not paid	50,57,64,605	—	—	50,57,64,605
iii) Interest accrued but not due	—	1,18,016	—	1,18,016
<b>Total (i+ii+iii)</b>	<b>131,61,00,964</b>	<b>5,20,88,797</b>	<b>—</b>	<b>136,81,89,761</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	—	51,86,363	—	51,86,393
- Reduction	—	18,76,348	—	18,76,348
<b>Net Change - Indebtedness</b>	<b>—</b>	<b>33,10,015</b>	<b>—</b>	<b>33,10,015</b>
<b>Indebtedness at the end of the financial year</b>				
I. Principal Amount	81,03,39,359	5,52,75,867	—	86,56,12,226
ii. Interest due but not paid	50,57,64,605	—	—	50,57,64,605
iii. Interest accrued but not due	—	1,22,945	—	—
<b>Total (i+ii+iii)</b>	<b>131,61,00,964</b>	<b>5,53,98,812</b>	<b>—</b>	<b>137,14,99,776</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and / or Manager

During the year, no remuneration was paid to Managing Director / Executive Director

### B Remuneration to other directors:

During the year, no remuneration including sitting fees was paid to all the Directors for attending the Board / Committee meetings. Outstation Directors have been paid travelling and other incidental expenses only for attending the Board / Committee Meetings.

## C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

(in Rs.)

S No	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total Amount
1.	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	2,88,000	8,05,195	10,93,195
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	—	—	—
	c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission	—	—	—
	- as % of profit	—	—	—
	- others, specify...	—	—	—
5.	Others, please specify Contribution to Employees Provident Fund	—	21,600	21,600
	Total	2,88,000	8,26,795	11,14,795

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-