



VELAN HOTELS LIMITED

Registered Office: 41, Kangeyam Road, Tirupur - 641 604

Place of Business : SF No : 36 & Door No.41 E & F, K.G.Pudur,
Kangeyam Road, Tirupur 641 604 – Tamilnadu **Tel:** +91-0421- 431 1111;

Email: accounts@velanhotels.com; **Website:** www.velanhotels.com

CIN : L55101TZ1990PLC002653 / **GSTIN:** 33AAACV8449H5Z1

September 2, 2025

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

Dear Sirs

Sub : Intimation under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of 35th AGM – Reg.

Pursuant to Regulation 30 read with Part A (A) (12) of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have attached herewith the Notice of 35th Annual General Meeting of the Company. The AGM of the Company will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Saturday, 27th September, 2025 at 11.45 a.m.

Please take the same on record

Thanking you

Yours truly,

For VELAN HOTELS LIMITED

M.SRINIVASAN
COMPANY SECRETARY

VELAN HOTELS LIMITED

(CIN : L55101TZ1990PLC002653)

35th ANNUAL REPORT FOR THE YEAR ENDED 31st MARCH 2025

BOARD OF DIRECTORS

SRI. E.V. MUTHUKUMARA RAMALINGAM
CHAIRMAN & MANAGING DIRECTOR (DIN : 00046166)

SRI. M.R. GAUTHAM
EXECUTIVE DIRECTOR (DIN : 00046187)

SMT. M. SASIKALA
DIRECTOR (DIN : 01452586)

SRI P. GANESAN
DIRECTOR (DIN : 00049804) (UPTO 29/08/2024)

SRI. S.P. SIVANANDAM
DIRECTOR (DIN : 01864334) (UPTO 29/08/2024)

SRI. NAGARAJ SAVEETHKUMAR
DIRECTOR (DIN : 09130676)

**SRI. KATPADI MUTHUKRISHNAN
ANANTHASAYANAM**
DIRECTOR (DIN : 10720222) w.e.f 29/08/2024

SRI.PACHAIMUTHU KUMAR
DIRECTOR (DIN : 10725510) w.e.f. 29/08/2024

SRI. M. SRINIVASAN
COMPANY SECRETARY

SMT. R. LALITHA
CHIEF FINANCIAL OFFICER

SRI. S. GANESH VISWANATHAN (2024-2025)
SECRETARIAL AUDITOR

SMT. SUMATHI RAJENDRAN (2025-2030)
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

BANKER

CANARA BANK

REGD. & ADMINISTRATIVE OFFICE

No. 41 Kangayam Road, Tirupur - 641 604 Tamil Nadu

LOCATION OF HOTELS

VELAN HOTEL-GREENFIELDS

41 Kangayam Road, Tirupur - 641 604 Tamil Nadu

OTHER PROPERTIES

- 1.Multiplex Land (Part)
- 2.Convention Centre Land

REGISTRAR & SHARE TRANSFER AGENT (PHYSICAL & DEMAT)

MUFG INTIME INDIA PVT LTD

(Coimbatore Branch)
"Surya"
Mayflower Avenue, Behind Senthil Nagar
Sowripalayam Post, Coimbatore 641 028
Phone : 0422 - 4958995
E-mail : coimbatore@in.mpms.mufg.com
Website : www.in.mpms.mufg.com

VELAN HOTELS LIMITED

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

CIN : L55101TZ1990PLC002653

NOTICE OF THE 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting (“AGM”) of the Members of the Velan Hotels Limited will be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) on Saturday, 27th September, 2025 at 11.45 a.m. to transact the following businesses:

AGENDA

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Balance Sheet as of March 31, 2025 and the Statement of Profit and Loss for the year ended on that date, the Cash Flow Statement and the Reports of Directors and Auditors thereon.**

To consider, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

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.**

To consider, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT under the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. M.R.Gautham having DIN 00046187, who retires by rotation at this AGM and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

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.**

To consider, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT under the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mrs.M.Sasikala having DIN 01452586, who retires by rotation at this AGM and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

4. To consider entering into Related Party Transaction(s) with the Related Parties and in this regard to consider, if thought fit, to pass, the following resolutions as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with relevant Rules made there-under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and according to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time read with SEBI Master Circular dated 11th July, 2023 and subject to such other approvals, sanctions, consents and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) to enter and/or continue to enter into and/or carry out Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) etc. (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for the Financial Year 2025-2026 and for the next Financial Year 2026-2027 (from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company to be held during the calendar year 2026) with persons or entities or parties falling within the definitions of 'Related Party' prescribed under the Act or under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 for such amount on such material terms and conditions as is mentioned in the Explanatory Statement to this Resolution (whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise) as may be mutually agreed between the Related Parties and the Company provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business, the details of which including the material terms and conditions are provided in the explanatory statement to this Resolution, as the Board may in its absolute discretion deem fit”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) be and is hereby authorized to negotiate, agree, make, accept and finalize all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to any such Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) etc. and to finalize, execute, modify and amend all documents and writings etc. and to do all such acts, deeds, matters and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have been given their consent or approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

5. To consider to appoint Secretarial Auditor and in this regard to consider, if thought fit, to pass, the following resolutions as an Ordinary Resolution :

“RESOLVED THAT that pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there-under (including any statutory modification (s) and re-enactment thereof for the time being in force) and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of Audit Committee and Board of Directors, Mrs.Sumathi Rajendran, Practising Company Secretary bearing Membership No. F11508 & CP No.15115 and the holder of Peer Review Certificate No.4677/2023, be and is hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from the conclusion of the ensuing 35th Annual General Meeting till the conclusion of 40th Annual General Meeting to be held in the year 2030 at such remuneration plus applicable taxes and actual out of pocket expenses incurred in connection with the audit as may be mutually agreed between the Board of Directors and the Secretarial Auditors”

“RESOLVED FURTHER THAT any one of the Directors and/ or Company Secretary be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution.”

6. To consider to re-appoint Mr.Nagaraj Saveethkumar (DIN: 09130676) 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 Sections 149, 150, 152 and other relevant provisions of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, Articles of Association of the Company and pursuant to provisions of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded to the re-appointment of Mr.Nagaraj Saveethkumar (DIN 09130676) as an independent director, for the second and final term of five years commencing from 31st March 2026 to 30th March 2031.

“RESOLVED FURTHER THAT any one of the Directors and/ or Company Secretary be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution.”

7. To consider and approve material related party transaction(s) under section 188(1)(b) of the Companies Act, 2013 between the Company and Mr.E.V.Muthukumara Ramalingam, Managing Director, a related party of the Company and to consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 2(76), 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 2(1)(zc), 23(4) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or amendments or substitution or re-

enactment thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company as well as the Company's policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded for the purchase of the following land property(ies) from the following the related parties on such terms and conditions as may be mutually agreed between the following related parties for a consideration or such amount as mentioned hereunder during the financial year 2025-26 and up to the conclusion of the 36th Annual General Meeting to be held at 2026, provided that such transaction(s) is/ are being carried out at arm's length basis and in the ordinary course of business.”

Name of the Related Part involved	Relationship	Nature of Property	Location & Description of the Property	Nature / Category of Transaction	Amount for approval (in Rs.)
Mr. E.V. Muthukumara Ramalingam Mrs.M.Sasikala	Managing Director Director	Land	Tirupur Registration District, Tirupur Joint-II Sub- Registration District, Tirupur Taluk, Tirupur Village, Tirupur Town, Tamilnadu - Old Survey No.37 & 41, Ward-G and Block-G and now T.S. No.28/1 and 29/1, New Ward No "E" and New Block No.21, admeasuring 7840 Sq.Ft or 728.36 Sq.Mtr as per Document No.1477 /1959.	Purchase of Land	Not exceeding the guideline value fixed by the Government of Tamilnadu at the time of purchase. (Current guideline value is Rs.3850 per sq ft)

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any Officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT any one of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds & things and to take all such steps as may be considered necessary, proper and expedient in order to give effect to this resolution including filing of necessary returns/ forms with the Ministry of Corporate Affairs and sending/ giving intimations to other statutory authorities.

“RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to such person / Government department / authorities/ entities etc. as may be deemed fit under the signature of any one director and/ or Company Secretary of the Company.”

8. To consider the sale of assets of the Company under section 180(1)(a) of the Companies Act 2013 and in this regard to consider, if thought fit, to pass, the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 180(1)(a) and Section 188 (1) (a) of the Companies Act, 2013 and Rules made there-under and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof), and pursuant to the provisions of Regulations 2(1)(zc), and 23(4) and 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the members of the Company be and is hereby accorded to the proposed contract / arrangement / transaction between the Company and its Director being Mr.M.R.Gautham (Mr.Muthukumararamalingam Gautham, Executive Director, Mrs.Sharmada Gautham and Mr.Thannvheer Gautham (the related parties) or between the Company and any other willing purchaser for effecting the sale of land as more-fully described in the explanatory statement as the Company may think fit, in its absolute discretion, on such terms and conditions as may be mutually agreed between the Company and related parties / willing Purchaser as briefly mentioned in the explanatory statement to this resolution"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution".

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

9. To consider alteration of the Main Objects of the Memorandum of Association of the Company and in this regard to consider, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT according 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, Coimbatore, Tamilnadu ("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 is and hereby accorded for the modification, substitution, addition and deletion in Clause III(A) i.e. the Main Objects of the Memorandum of Association of the Company as follows:"

"RESOLVED FURTHER THAT in **Clause III(A)-The Objects to be pursued by the Company on its Incorporation** of the Memorandum of Association of the Company, the following new sub-clauses numbered 9 and 10 be added after sub-clause 8:

9. To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, Artificial Intelligence Solutions, Natural Language Process and Deep Learning models, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management.
10. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world. Providing outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world.

“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.”

10. **To consider re-appointment of Mr.Muthukumararamalingam Gautham (Mr.M.R.Gautham) (DIN: 00046187) as an Executive Director 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.Muthukumararamalingam Gautham (Mr.M.R.Gautham) (DIN: 00046187) as the Executive Director of the Company for a further period of one year with effect from 09/08/2025 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.Muthukumararamalingam Gautham (Mr.M.R.Gautham)"

"RESOLVED FURTHER THAT Mr.Muthukumararamalingam Gautham (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"

For and on behalf of the Board



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

Place : Tirupur
Date : 28-08-2025

NOTES :

1. The Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 (collectively referred to as "MCA Circulars") has permitted holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before 30.09.2025. Hence, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and the MCA Circulars, the 35th AGM of the Company is being held through VC / OAVM on Saturday, September 27, 2025 at 11.45 a.m. (IST). The proceedings of the 35th AGM shall be deemed to be conducted at the Registered Office of the Company at 41, Kangayam Road, Tirupur 641 604.
3. Under 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), and MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) to facilitate voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. 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. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted to ascertain the quorum under Section 103 of the Companies Act, 2013.
6. According to the General Circulars issued by the Ministry of Corporate Affairs, this AGM is being held through Video Conferencing / Other Audio Visual Means, the physical attendance of Members has been dispensed with and there is no requirement for the appointment of proxies. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through

VC/OAVM and cast their votes through e-voting. Bodies Corporate(s) whose Authorized Representatives intend 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.

7. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.velanhotels.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).

In compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter specifying the exact web link to the complete annual report is being sent to shareholders who have not registered their email address.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 21st September 2025 to Saturday, 27th September 2025 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
9. Details, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Director seeking appointment / re-appointment at the 35th AGM, forms an integral part of the Notice of the 35th AGM. Requisite declarations have been received from the Director(s) for seeking appointment / re-appointment.
10. An explanatory Statement setting out details relating to the special business to be transacted at the Annual General meeting under Section 102(1) of the Companies Act, 2013, is annexed hereto. The Board of Directors have considered and decided to include the Item nos. 4 to 10 given above as Special Business in the Annual General Meeting ("AGM") in view of the business requirements and as such unavoidable in nature.
11. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
12. Members desiring any information as regards 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.
13. 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.
14. Members may note that the unclaimed dividends and shares transferred to IEPF could be claimed by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Pursuant to Investor Education and Protection Authority (IEPFA), Ministry of Corporate Affairs (MCA)

letter dated 16th July 2025, every listed company whose unclaimed dividend / shares are liable to be transferred IEPF authority during the year, should commence a 100-day special outreach initiative titled "Saksham Niveshak", starting from 28th July 2025 to 6th November 2025.

This campaign is being undertaken to facilitate shareholders in updating

- Know Your Customer (KYC) details including:
- Bank account mandates
- Nominee Registration
- Contact information (email, mobile number, address)

This campaign is also being undertaken to facilitate the shareholders to claim their Unpaid/ Unclaimed Dividends for any financial year in order to prevent their dividend amount/shares being transferred to IEPFA.

Your company declared the last dividend for the financial year 2010-11 and no dividend was declared since then. Since no pending dividend to be transferred to IEPF authority during the year, the above said campaign is not applicable the Company.

15. SEBI, vide its Master Circular dated May 17, 2023 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, E-mail, Bank Details, Signature) and Nomination / Opt-out of Nomination.

We urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The relevant forms such as Form ISR-1, Form ISR-2, Form ISR-3, Form SH-13 and Form SH-14 are available under formats of KYC at <https://web.in.mpms.mufg.com/KYC-downloads.html>

16. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; a claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
17. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as applicable. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at coimbatore@in.mpms.mufg.com in case the shares are held in physical form, quoting their folio no.
18. As the Annual General Meeting of the Company is being 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
19. 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.
20. As per the MCA various Circulars, 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.

21. Shareholders of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 29th August, 2025 will receive the Annual Report for the financial year 2024-25 through electronic mode only.
22. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. MUFG INTIME INDIA PVT LTD, "Surya", Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Post, Coimbatore - 641 028. - Phone : 0422 - 4958995, E-mail : coimbatore@in.mpms.mufg.com.
23. 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.
24. 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 fairly and transparently manner and he has communicated his willingness to be appointed and will be available for same purpose.
25. 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. 20th September, 2025.
26. The Results declared along-with the report of the Scrutinizer shall be placed on the website of the Company www.velanhotels.com and 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 BSE Limited.
27. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27th September, 2025.
28. 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. Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1:** Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i) The voting period begins on 24/09/2025 at 9.00 a.m. and ends on 26/09/2025 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 of 20/09/2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted before the meeting date would not be entitled to vote at e-voting during the meeting.
 - iii) According to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in the e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on the e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access the e-Voting facility.

According to above said SEBI Circular, the Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, may login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user may visit the e-Voting service providers' websites directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. To login click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user may directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https:// eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https:// eservices. nsdl. com/ Secure Web/ IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteendigit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login may contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 and 1800 22 44 30</p>

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below :

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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>Shareholders 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. 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.</p>

- vi) After entering these details appropriately, click on the SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the '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 the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- ix) Click on the EVSN for the relevant Velan Hotels Limited on which you choose to vote.
- x) 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.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) 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.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 in the “Corporates” module.
 - 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.
 - The list of accounts linked in the login should be mailed to the 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) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and the Company at the email address viz; investorrelations@velanhotels.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meetings & e-voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience
5. Further shareholders will be required to allow Cameras and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days before the meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@velanhotels.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to the meeting mentioning their name, demat account number / folio number, email ID and mobile number at investorrelations@velanhotels.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, the scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@velanhotels.com and
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 0991.

Reference to Sl. No. 9, the particulars of appointment /re-appointment of the Directors at the forthcoming Meeting are annexed:

1.	Name	: Mr. M.R. Gautham
2.	Designation	: Executive Director
3.	Directors Identification Number (DIN)	: 00046187
4.	Age	: 48 Years
5.	Qualification	: Graduation in Commerce and Finance from the University of Western Australia
6.	Date of Appointment	: 01.12.2001
7.	Experience	: He has been associated with the Company for more than 23 years
8.	Shareholding in Velan Hotels Ltd	: 64,20,750 Equity Shares
9.	List of Directorships held in Other Companies	: Shree Vallee Enterprises Pvt Ltd & Statex Engineering Pvt Ltd
10.	Membership in Other Board Committees	: Nil
11.	Relationships between Directors inter-se	: Mr.E.V.Muthukumara Ramalingam, Managing Director and Mrs.M.Sasikala, Non-Executive - Non-Independent Director are parent. He is not related with other directors, Manager and KMPs.
12.	Names of listed entity/other committee in which he holds directorship	: Nil
13.	Listed entities in which the director has resigned in the past three years	: Nil

1. Name	: Mrs. M. Sasikala
2. Designation	: Non-Independent – Non-Executive Director
3. Directors Identification Number (DIN)	: 01452586
4. Age	: 72 Years
5. Qualification	: Bachelor of Arts
6. Date of Appointment	: 28.03.2012
7. Experience	: She has been associated with the Company for more than 12 years
8. Shareholding in Velan Hotels Ltd	: 21,30,743 Equity Shares
9. List of Directorships held in Other Companies	: Shree Vallee Enterprises Pvt Ltd
10. Membership in Other Board Committees	: Audit Committee & Nomination and Remuneration Committee
11. Relationships between Directors inter-se	: Mr.E.V.Muthukumara Ramalingam, Managing Director and Mr.M.R.Gautham, Executive - Director are related. She is not related with other directors, Manager and KMPs.
12. Names of listed entity/other committee in which he holds directorship	: Nil
13. Listed entities in which the director has resigned in the past three years	: Nil

1. Name	: Mr. Nagaraj Saveethkumar
2. Designation	: Independent –Non-Executive Director
3. Directors Identification Number (DIN)	: 09130676
4. Age	: 34 Years
5. Qualification	: Chartered Accountant
6. Date of Appointment	: 31.03.2021
7. Experience	: 10 Years in Practicing
8. Shareholding in Velan Hotels Ltd	: Nil
9. List of Directorships held in Other Companies	: Nil
10. Membership in Other Board Committees	: Nil
11. Relationships between Directors inter-se	: Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
12. Names of listed entity/other committee in which he holds directorship	: Nil
13. Listed entities in which the director has resigned in the past three years	: Nil

ANNEXURE TO THE NOTICE

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND ADDITIONAL INFORMATION PURSUANT TO THE SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO.2

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Mr.M.R. Gautham and his relatives may be deemed to be interested in the Ordinary Resolution about his re-appointment as set out in Item No. 2 of the Notice.

ITEM NO.3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Mrs.M.Sasikala and her relatives may be deemed to be interested in the Ordinary Resolution about her re-appointment as set out in Item No. 3 of the Notice.

ITEM NO. 4

According to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain the consent of the Board of Directors and prior approval of the members by way of an ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions that are in the ordinary course of business and on an arm's length basis.

In accordance with the Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") all related party transactions and subsequent material modifications requires prior approval of the Audit Committee. Further, as per Regulation 23(4) of the Listing Regulations, all material related party transactions and subsequent material modifications shall require prior approval of the shareholders through resolution even if they are entered into in the ordinary course of business and on arm's length basis.

Pursuant to Regulation 23 of Listing Regulations, a transaction with a Related Party, undertaken by the listed entity, shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower ("materiality threshold").

In accordance with Regulation 23(4) of the Listing Regulations, the Members of the Company by a resolution passed at the 34th Annual General Meeting held on 30th September 2024 had approved material related party transactions with the related parties.

In accordance with SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, which superseded earlier circular issued in this regards, the said approval of the members is valid upto this 35th Annual General Meeting of the Company. In view of the above, details of few of the Related Parties with whom the Company may happen to enter into transaction(s) / contract(s) / arrangement(s) / agreement(s) etc. during the financial year 2025-2026 and in the next financial year 2026-2027 i.e. from the date of ensuing Annual General Meeting until the date of the next Annual General Meeting of the Company to be held during the calendar year 2026, which may / would / are presumed to exceed the applicable thresholds are given herein below:

Sl. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Contract / Arrangement / Transaction	Value of Transactions	Period of which shareholders' approval is sought for the transaction
1.	Mr. E.V. Muthukumara Ramalingam	Managing Director – Promoter Group	<p>1. Transfer of Resources (Taking Unsecured / Secured Loan taken including repayment)</p> <p>2. Giving Guarantee to any financial institutions / lenders / ARCs in respect of dues of the Company</p> <p>3. Providing the properties for Mortgage /Collateral to Financial Institutions / Bankers / Lenders / ARCs in respect of availing loans by the Company / dues of the Company</p> <p>4. Taking of lease of any kind of property of the related party on rental basis.</p>	<p>Rs. 20 Crores (on 'a demand to pay basis') together with an Unsecured / Secured loan already lent, if any, with Interest not exceeding the short-term borrowing cost or the Bankers rate fixed from time to time, whichever is lower or without interest.</p> <p>Upto Rs.100 crores fully or part together with other related party(ies).</p> <p>Upto Rs.100 crores fully or part together with other related party(ies).</p> <p>Not more than Rs. 20000/- per month</p>	<p>During the financial year 2025-2026 and in the next financial year 2026-2027 until the date of the Annual General Meeting of the Company to be held during the calendar year 2026</p> <p>–</p>

SI. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Contract / Arrangement / Transaction	Value of Transactions	Period of which shareholders' approval is sought for the transaction
2.	Mr. M.R. Gautham	Executive Director – Promoter Group	<p>1. Transfer of Resources (Providing Unsecured / Secured Loan)</p> <p>2. Giving Guarantee to any financial institutions / lenders / ARCs in respect of dues of the Company</p> <p>3. Providing the properties for Mortgage / Collateral to Financial Institutions / Bankers / Lenders / ARCs in respect of availing loans by the Company / dues of the Company</p>	<p>Rs. 20 Crores (on a 'demand to pay basis') together with Unsecured / Secured loan already lent, if any, with Interest not exceeding the short-term borrowing cost or Bankers rate fixed from time to time, whichever is lower or without interest.</p> <p>Upto Rs.100 crores fully or part together with other related party(ies).</p> <p>Upto Rs.100 crores fully or part together with other related party(ies).</p>	<p>During the financial year 2025-2026 and in the next financial year 2026-2027 until the date of the Annual General Meeting of the Company to be held during the calendar year 2026</p>

Sl. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Contract / Arrangement / Transaction	Value of Transactions	Period of which shareholders' approval is sought for the transaction
3.	Mrs. M. Sasikala	Non-Independent Director – Promoter Group	<p>1. Transfer of Resources (Providing Unsecured / Secured Loan)</p> <p>2. Providing the properties for Mortgage / Collateral to Financial Institutions / Bankers / Lenders / ARCs in respect of availing of loans by the Company / dues of the Company</p>	<p>Rs. 20 Crores (on a 'demand to pay basis') together with Unsecured / Secured loan already lent, if any, with Interest not exceeding the short-term borrowing cost or Bankers rate fixed from time to time, whichever is lower or without interest.</p> <p>Upto Rs.100 crores fully or part together with other related party(ies).</p>	<p>During the financial year 2025-2026 and in the next financial year 2026-2027 until the date of the Annual General Meeting of the Company to be held during the calendar year 2026</p>

SI. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Contract / Arrangement / Transaction	Value of Transactions	Period of which shareholders' approval is sought for the transaction
4.	M/s.Shree ValleeEnterprises Pvt Ltd	A Promoter Group Company in which Mr. E. V. Muthukumara Ramalingam, Managing Director / Mr. M.R. Gautham, Executive Director / and Mrs. M. Sasikala, Director of the Company are Members / Directors	<p>1. Transfer of Resources (Taking Inter-Corporate Deposit) (Secured / Unsecured)</p> <p>2. Making Investments</p> <p>3. Giving Corporate Guarantee to Financial Institutions / Bankers / Lenders / ARCs in respect of availing of loans by the Company / dues of the Company</p>	<p>Rs.30 Crores On a 'demand to pay basis' with Interest not exceeding short term borrowing cost / the Bankers rate fixed from time to time, whichever is lower.</p> <p>Upto Rs.10 crores</p> <p>Upto Rs.10 crores</p>	<p>During the financial year 2025-2026 And in the next financial year 2026-2027 until the date of the Annual General Meeting of the Company to be held during the calendar year 2026</p>
5.	Ms/.The Velan Petroleum Agencies	A proprietor concern in which Mr.E.V.Muthukumara Ramalingam, Managing Director of the Company is a sole proprietor	<p>1. Sale of Petroleum products to the Company</p>	<p>Upto Rs.1 crores</p>	<p>During the financial year 2025-2026 And in the next financial year 2026-2027 until the date of the Annual General Meeting of the Company to be held during the calendar year 2026</p>

Sl. No.	Name(s) of the Related Party	Nature of Relationship	Nature of Contract / Arrangement / Transaction	Value of Transactions	Period of which shareholders' approval is sought for the transaction
6.	Any person or entity or Body Corporate incorporated in India or abroad qualifying to be a Related Party of the Company forming part of promoter or promoter group.	As it is not always possible to know in advance the identity of the party and the nature of relationship, the material terms, monetary value and other particulars of the proposed transaction(s) / contract(s) / arrangement(s) / agreement(s), it is practically not possible to provide exact details of the same herein. However they shall form part of promoter or promoter group.	<p>All transaction(s) or contract(s) or arrangement(s), etc. involving a transfer of resource(s), service(s) or obligation(s) or otherwise to meet business requirements including:</p> <ul style="list-style-type: none"> a. Leasing of Property of any kind either by giving or taking property b. Purchase / Sale /Supply of Goods or Materials; c. Availing / Provision of Services; d. Availing / Providing fund based support; e. Trading; and f. Purchase / sale /transfer/ exchange / lease of business assets including property, plant and quipment, intangible assets, transfer of technology. 	Upto Rs.50 crores	During the financial year 2025-2026 And in the next financial year 2026-2027 until the date of the Annual General Meeting of the Company to be held during the calendar year 2026

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Particulars	Remarks
<p>Name of the Related Party and relationship with the Company including nature of its concern or interest (financial or otherwise)</p>	<p>1. Mr.E.V.Muthukumara Ramalingam, Managing Director 2. Mr.M.R.Gautham, Executive Director 3. Mrs.M.Sasikala, Non-Executive-Non-Independent Director 4. Shree Vallee Enterprises Pvt Ltd 5. The Velan Petroleum Agencies</p> <p>Mr.E.V.Muthukumara Ramalingam, Managing Director, Mr.M.R.Gautham, Executive Director and Mrs. M.Sasikala, Non-Executive-Non-Independent Director of the Company are related to each other and they are the Members / Directors in the above-said Company and Mr.E.V.Muthukumara Ramalingam, Managing Director is a sole proprietor of The Velan Petroleum Agencies. They or their relatives may be concerned and interested in the proposed transactions to the extent of their directorship or the number of shares held by them in the Company.</p>
<p>Nature, material terms, monetary value and particulars of the contract or arrangements;</p>	<p>The Company and the above related parties have entered into / propose to enter into the following RPTs during FY25 - 26</p> <ol style="list-style-type: none"> a. Availing of Un-secured / Secured Loan of Rs.20 Crores from each related party, totaling of Rs.60 Crores. b. Giving guarantees to financial institutions, bankers, lenders and ARCS for and on behalf of the Company for Rs.100 crores from related parties – fully and part from each party not exceeding Rs.100 crores in aggregate. c. Providing their properties for mortgage / collateral to financial institutions, bankers, lenders and ARCS for and on behalf of the Company for Rs.100 crores from each related party - fully and part from each party. d. Taking of lease of property of related party. <p>Shree Vallee Enterprises Pvt Ltd</p> <ol style="list-style-type: none"> a. Availing of Unsecured / Secured Loan of Rs.30 Crores b. Making investment in the Company upto Rs.10 Crores. c. To provide corporate guarantees to financial institutions, bankers, lenders and ARCs for and on behalf of the Company upto Rs.10 crores.

Particulars	Remarks
	<p>The Velan Petroleum Agencies - Purchase of Petroleum products upto Rs.1 Crore</p> <p>Any person / entity / party qualifying to be a Related party forming part of the promoter or promoter group during the tenure of this resolution</p>
Tenure of the proposed transaction	Recurring Transaction for the duration of Financial Year commencing from the Financial Year 2025-26 and in the next financial year 2026-27 until the date of the Annual General Meeting to held during the calendar year 2026 subject to the period not exceeding fifteen months from the date of the 35th AGM.
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	As the Company's operation halted since Mar 2020, annual consolidated turnover of the Company was near zero or negligible, the percentage that is represented by the value of the proposed RPTs cannot be quantified.
Justification for why the proposed transaction is in the interest of the Company	The Company's has shut down its commercial operation since March 2020 and the Company is in need of funds to settle the balance amount of OTS to RARE ARC.
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary?, If yes, provide the specified details as below:	No
Details of the source of funds in connection with the proposed Transaction	Not applicable
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	<p>1. Loan taken or to be taken aggregating to, not exceeding Rs.60 crore outstanding at any point of time from the related parties 1, 2 & 3 stated above.</p> <ul style="list-style-type: none"> - on 'demand to pay basis' - Tenure: upto 12 months. - Interest rate: Without Interest or linked to the Company's short-term borrowing rate - Repayment Schedule: On demand fully or instalments - The above loans are under unsecured category - Guarantees / Properties for mortgage bearing no interest

Particulars	Remarks
	<p>2. Loan taken or to be taken aggregating to, not exceeding Rs.30 crore outstanding at any point of time from the related parties 4 & 5 stated above.</p> <ul style="list-style-type: none"> - on 'demand to pay basis' - Tenure: upto 12 months. - Interest rate: Not lower than the Company's short- term borrowing rate - Repayment Schedule: Bullet or installments - The above loans are under unsecured category
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet working capital and long term finance requirements of the Company to meet OTS commitment.
If the transaction relates to any loans, inter- corporate deposits, advances, or investments made or given by the Company, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	<p>In this case, the valuation report is not required</p> <p>All the Transactions with the Related parties are in the Ordinary Course of Company's business and are at Arm's Length basis.</p>
Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	As mentioned above
Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except for the Hotel property and the Maintenance Area Land situated at Tirupur that have been in mortgage with RAREARC, other free-hold assets i.e. Multiplex Part land area and Convention centre land area may be mortgaged / hypothecated in favour of the said related parties to secure the payment of money advanced or to be advanced by way of loan, an existing or future debt.

According to Section 102(1) and the proviso to Section 102(2) of the Act, the nature of concern or interest, financial or otherwise and the shareholding interest of every Promoter/ Director/ Key Managerial Personnel of the Company in the other companies namely M/s.Shree Vallee Enterprises Pvt Ltd to the extent that such shareholding is more than 2% paid-up capital of that company is required to be disclosed.

Besides, under the provisions of section 2 (76) of the Companies Act 2013, for any company, another private limited company will be treated as a related party if it has a common director or member. Accordingly, the Company and Shree Vallee Enterprises Pvt Ltd will be considered as related parties due to the presence of a common director.

Mr. E. V. Muthukumara Ramalingam, Managing Director, Mr. M. R. Gautham, Executive Director and Mrs. M. Sasikala, Director of the Company are also Members / Directors of M/s.Shree Vallee Enterprises Pvt Ltd and their shareholding in that Company is more than 2% of total shareholding of that Company i.e. entire shareholding held by the above members / directors alongwith their immediate relatives. M/s.Shree Vallee Enterprises Pvt Ltd, the promoter group Company of Velan Hotels Limited, holds an 8.84% shareholding in Velan Hotels Ltd.

Apart from the above, none of the Promoters / Directors / Key Managerial Personnel of the Company holds 2% or more of the paid-up share capital in M/s.Shree Vallee Enterprises Pvt Ltd. Since the transaction as per Item No.5 of this Notice is proposed to be entered into with the aforementioned group entities itself, the said entities are deemed to be interested in this resolution.

Except for the above Directors and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of this Notice.

All the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, as per Regulation 23 of SEBI (LODR).

The Board recommends the ordinary resolutions set out at Item No.4 of the Notice for public shareholders' approval of the Company.(i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties).

ITEM NO.5

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, a listed entity shall appoint or reappoint Secretarial Auditor with the approval of its shareholders in its Annual General Meeting.

Accordingly, in terms of the aforesaid requirement and subject to the approval of the Shareholders, the Board of Directors of the Company upon the recommendation of the Audit Committee approved the appointment of Mrs Sumathi Rajendran, Practising Company Secretary, as Secretarial Auditor of the Company for a period of 5 (Five) years beginning from FY 2025-26, at such remuneration as may be decided by the Board. The remuneration for the subsequent financial years during the tenure of her appointment shall be decided by the Audit Committee/ Board.

Mrs Sumathi Rajendran, a Peer Reviewed of Practicing Company Secretary, is an advisory and consulting capability with specialization in Secretarial Compliances. Mrs Sumathi Rajendran offers services across corporate laws, SEBI regulations, FEMA compliances and allied services.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditor of the Company, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No.5 of this Notice for appointment of Mrs Sumathi Rajendran as Secretarial Auditor of the Company for a period of 5 (Five) years.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

ITEM NO.6

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Mr.Nagaraj Saveethkumar (DIN:09130676) on the recommendation of the Nomination and Remuneration Committee was appointed by the Board of Directors of the Company at their meeting held on 31/03/2021 as an Additional Director in the capacity of a Non-Executive-Independent Director and the Members approved his appointment for a term of 5 years w.e.f from 31st March 2021 to 30th March 2026.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 28th August 2025, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr.Nagaraj Saveethkumar as an Independent Director for a second and final term of five years w.e.f., 31st March 2026 to 30th March 2031.

The Company has received requisite consent / declarations for appointment of Mr.Nagaraj Saveethkumar as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr.Nagaraj Saveethkumar fulfils the conditions specified in the SEBI LODR Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director.

A copy of the draft letter for the re-appointment of Mr.Nagaraj Saveethkumar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays, up to the date of conclusion of remote e-voting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr.Nagaraj Saveethkumar as an Independent Director, the Board recommends the resolution set forth in Item No. 6 relating to the reappointment of Mr.Nagaraj Saveethkumar as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided below:

Mr.Nagaraj Saveethkumar (aged 34 years) is a young and dynamic Practicing Chartered Accountant with experience in Finance, Accounts, Strategy and General Management. He does not hold any shares in the Company. He is not related to Promoters / other directors / KMP of the Company.

Mr.Nagaraj Saveethkumar is concerned or interested in this resolution as it relates to his appointment. None of the other Director, Key Managerial Personnel or their respective relatives is concerned or interested, financial or otherwise in the Resolution.

The Board recommends the Special Resolution as set out under item No. 6 of the notice for approval of the members.

ITEM NO.7

According to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain the consent of the Board of Directors and prior approval of the members by way of an ordinary resolution, in case certain transactions with related parties exceeding such sums as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions that are in the ordinary course of business and on an arm's length basis.

In accordance with the Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") all related party transactions and subsequent material modifications requires prior approval of the Audit Committee. Further as per Regulation 23(4) of the Listing Regulations, all material related party transactions and subsequent material modifications shall require prior approval of the shareholders through resolution even if they are entered into in the ordinary course of business and on arm's length basis.

Prior to suspension of the Company's revenue generating operation from 24th March 2020, the Company was engaged in the business of Lodging and Restaurants with a bar. The Company is looking for a strategic investor to bring funds into the Company to renovate the hotel property at Tirupur and resume the commercial operation again. In furtherance of its business operations, it desires to purchase a parcel of land, adjacent to the hotel property, belonging to the related party.

The proposed vendor(s) of the land are Mr.E.V.Muthukumara Ramalingam, Managing Director and Mrs.M.Sasikala, Director, who are related parties to the Company as defined under Section 2(76) of the Companies Act, 2013.

The Board of Directors, at its meeting held on 28 August 2025, has reviewed and approved the proposed transaction, subject to shareholders' approval;

The transaction is in the ordinary course of business and on an arm's length basis, and the details of the transaction, including the related party, relationship, and transaction value, have been provided hereunder.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Particulars	Remarks
Name of the Related Party and relationship with the Company including nature of its concern or interest (financial or otherwise)	Mr.E.V.Muthukumara Ramalingam, Managing Director & Mrs.M.Sasikala, Director
Name of the KMP or director who is relative thereof	Mr.M.R.Gautham, Executive Director is related to Mrs.M.Sasikala, Non-Executive-Non- Independent Director and Mr.E.V.Muthukumara Ramalingam Managing Director. They and their relatives may be concerned and interested in the proposed transactions to the extent of their directorship or number of shares held by them in the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements;	Nature : Purchase of vacant land property Monetary value: Consideration or value of the transaction is not more than prevailing Guideline value of the property at the time of purchase. (Current Guideline Value is Rs.3850 Sq.Ft.)
Tenure of the proposed transaction	Transaction will be completed before the next financial year 2026-27 until the date of the Annual General Meeting to be held during the calendar year 2026 subject to the period not exceeding fifteen months from the date of the 35th AGM.
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	As the Company's operation halted since Mar 2020, the annual turnover of the Company is zero or negligible, the percentage that is represented by the value of the proposed RPTs cannot be quantified.
Justification for why the proposed transaction is in the interest of the Company	In furtherance of the Company's business operations, the Board desires to purchase a parcel of land, adjacent to the hotel property, belonging to the related party. The Board is of the opinion that the aforesaid proposal is in the best interest of the Company
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary?, If yes, provide the specified details as below:	No

Particulars	Remarks
Details of the source of funds in connection with the proposed Transaction	Not applicable
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
If the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	<p>The valuation report is required only, if a company acquires or is to acquire assets for consideration other than cash, from a Director of the Company.</p> <p>In this case, the Company will acquire the vacant land from the Director for a consideration payable in cash only.</p> <p>The Valuation Report will be obtained in a situation other than referred above.</p>
Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	As mentioned above
Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except the above Directors and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of this Notice.

All the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, as per Regulation 23 of SEBI (LODR).

The Board recommends the ordinary resolutions set out at Item No.7 of the Notice for public shareholders' approval of the Company.(i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties).

ITEM NO.8

To pay the debts of the Company to RARE Asset Reconstruction Limited in terms of the OTS, Mr.E.V.Muthukumara Ramalingam, Managing Director, Shree Vallee Enterprises Pvt Ltd, An Associate Company and Mr.M.R.Gautham, Executive Director of the Company have provided the un-secured loan to the Company to the tune of Rs.3612.25 lakhs upto 31st March 2025. Considering the financial position of the Company and its inability to repay the said unsecured loan to them, in the opinion of the Board, the sale of properties of the Company to them or their nominees i.e. their immediate relatives is the only option to settle their dues.

The Company may sell the properties to any of the willing purchaser or to the related parties as it may deem beneficial to the Company.

Accordingly, the Promoter-Director and Immediate Relatives, being the related party(ies) with whom the Company may happen to enter into transaction(s) / contract(s) / arrangement(s) / agreement(s) relating to the sale of assets / properties of the Company in the absence of any other willing purchaser to for settlement of unsecured loans due to them. Hence, Resolutions No. 8 are placed for approval of public shareholders.

Under the provisions of Section 188 of the Companies Act,2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule'15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

As per regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("SEBI LODR") also requires that all material related party transactions shall require prior approval of the shareholders through ordinary special resolution even if they are entered into in the ordinary course of business and on arm's length basis.

Accordingly, on the recommendation of the Audit Committee and Meeting of the Board of Directors held on 28 August, 2025 approved the proposed related party transactions and now seek approval of the shareholders by way of Special Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 read with Section 180 1 (a) of the Companies Act, 2013 and Rules made there-under to enable the Company to enter into following related Party Transactions in one or more tranches for effecting the proposed sale of assets mentioned hereunder.

Sl. No.	Classification of Property	Description of properties with Survey Nos	Nature of Property	Area of the Property
1	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), S.F. 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)/New S.F. No. 21/1,25/1-New ward - E / Block 21	Land	Land- 45780 sq.ft approx
2	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) / New S.F. No. 25/4-New ward - E / Block 21	Land	36300 Sq.ft.
3	Maintenance Area	Tirupur Registration District, Tirupur Joint-II Sub-Registration District, Tirupur Taluk, Tirupur town, Tirupur, S.F.No.41 in present resurvey T.S.No.8/2, Block No.3. Ward-G - Northern Side East (part) /S.F. No. 32 & 33-New ward - E / Block 21	Land	18621 sq.ft.(approx)

(The above Survey Numbers are subject to change as per orders of any relevant statutory, regulatory or government authorities from time to time)

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Particulars	Remarks
Name of the Related Party and relationship with the Company including nature of its concern or interest (financial or otherwise)	<ol style="list-style-type: none"> Mrs.Sharmada Gautham , a member of Promoter Group & Immediate Relative Mr. Thannvheer Gautham, Immediate Relative to the Director Mr.M.R.Gautham, Executive Director
Name of the KMP or director who is relative thereof	<p>Mr.E.V.Muthukumara Ramalingam, Managing Director and Mrs.M.Sasikala, Non-Executive-Non-Independent Director of the Company are husband and wife and parent of Mr.M.R.Gautham, Executive Director. Mr.Sharmada Gautham is a wife of Mr.M.R.Gautham and Mr.Thannvheer Gautham is son of Mr.M.R.Gautham</p> <p>They and their relatives may be concerned and interested in the proposed transactions to the extent of their directorship or the number of shares held by them in the Company</p>

Nature, material terms, monetary value and particulars of the contract or arrangements;	Nature of transaction : Sale of vacant lands of the Property Monetary Value: Not exceeding the guideline value fixed by the Government of Tamilnadu at the time of purchase. (Current guideline value is Rs.3850 per sq ft)
Tenure of the proposed transaction	Transaction will be completed before the next financial year 2026-27 until the date of the Annual General Meeting to be held during the calendar year 2026 subject to the period not exceeding fifteen months from the date of the 35th AGM.
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	As the Company's operation halted since Mar 2020, the annual turnover of the Company is zero or negligible, the percentage that is represented by the value of the proposed RPTs cannot be quantified
Justification for why the proposed transaction is in the interest of the Company	Mr.E.V.Muthukumara Ramalingam, Managing Director, Shree Vallee Enterprises Pvt Ltd and Mr.M.R.Gautham, Executive Director of the Company provided the un-secured loan to the Company to the tune of Rs.3612.25 lakhs as on 31st March 2025 to settle the outstanding debt to RARE ARC. As the Company is not in position to repay the unsecured loan immediately or near future, the Company may sell the properties of the Company to the related parties or willing purchaser. The sale consideration will be adjusted against the unsecured loan of Directors / Associate Company.
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary?, If yes, provide the specified details as below:	No
Details of the source of funds in connection with the proposed Transaction	Not applicable
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable

The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
If the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company, then the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	<p>The valuation report is not required , if an arrangement with a director of the company, in terms of which such person acquires or is to acquire assets for consideration other than cash, from the company.</p> <p>In this case, the Director of the Company will acquire the vacant land from the Company for consideration in cash and the sale is based on prevailing guideline value.</p> <p>The Valuation Report will be obtained if the sale to the related parties who are not a Director.</p>
Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	As mentioned above
Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The above Related Parties with whom the Company may happen to enter into transaction(s) / contract(s) / arrangement(s) / agreement(s) relating to the sale of properties which may / would / are presumed to exceed the applicable thresholds limit under the Act / SEBI-LODR during the financial year 2025-2026 and in the next financial year 2026-2027 until the date of the Annual General Meeting of the Company to be held during the calendar year 2026.

The sale of assets / undertaking of the Company are an item required to be transacted through postal ballot under the provisions of section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014. However, in terms of the proviso to section 110 of the Companies Act, 2013 introduced as per the Companies (Amendment) Act, 2017, read with Rule 20 and 22 of the Companies (Companies Management and Administration) Rules, 2014 including any statutory modifications and amendments thereto, approval of shareholders for any item of business required to be transacted through postal ballot may be transacted at a general meeting by a company which is required to

provide the facility of voting by electronic means to its shareholders. The Company, being a listed Company is required to provide the facility of voting by electronic means to its shareholders and hence, may obtain the approval of its shareholders to sale of assets / undertaking at ensuing Annual General Meeting.

Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements), 2015 (Second Amendment) Regulations, 2023 w.e.f 16th June 2023 regarding the sale, lease or disposal of an undertaking outside Scheme of Arrangement shall require prior approval of public shareholders by way of a special resolution. Such a special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

The object of and commercial rationale for carrying out such sale / disposal of assets of the Company and use of proceeds arising there-from is to pay outstanding unsecured loan of the Company to the said Related parties.

Mr..M.R.Gautham, Executive Director, Mrs.Sharmada Gautham and Mr.Thannvheer Gautham, being related to one another are concerned or interested in this resolution as it relates to the sale of properties to them. Mr.E.V.Muthukumara Ramalingam, Managing Director and Mrs.M.Sasikala Non-Executive Director and the respective relatives of the above Directors also may be deemed to be concerned or interested in the resolution.

None of the other Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financial or otherwise in the Resolution.

The Board recommends the special resolutions set out at Item Nos. 8 of the Notice for public shareholders' approval of the Company (i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties).

ITEM NO.9

The Company has suspended its Hotel operation since March 2020 and has not resumed its operation yet. To generate revenue / income from the idle assets, the main objects are proposed to be altered as the Company looks towards widening the sphere of its existing main business and activities to cover new and emerging areas of business of computer software. Generally, computer software business model has low startup costs and minimal space requirements, especially when adopting a cloud-based approach. By focusing on providing services rather than selling physical products, companies can leverage subscription-based models, remote workforces, and third-party cloud infrastructure to reduce expenses and overhead.

It is also proposed to alter the main objects to enter into new business model with low investment and less infrastructure. These clauses provide a legal framework for the company to engage in a wide range of activities beyond its primary existing business objectives. This flexibility can be invaluable in adapting to changing market conditions and opportunities, allowing the company to thrive and grow while staying within the bounds of the law. The Company owns immovable properties such as land and buildings, which are not expected to be used for the business of the Company in the foreseeable future. In view of the above, your directors are considering new business model as mentioned in the resolutions.

The main advantage of the computer software business model

- Minimal infrastructure: A cloud-based software service model (SaaS) eliminates the need for expensive physical servers and hardware on-site. This drastically reduces capital expenditure and allows a company to start with just a few laptops and an internet connection.

- Remote workforce: By using cloud services, team members can collaborate and work from anywhere, removing the need for a large, expensive physical office space. This saves on rent, utilities, and other costs associated with a physical office.
- Pay-as-you-go model: With a SaaS model, you only pay for the resources you use on a third-party cloud provider's infrastructure (like AWS or Google Cloud), avoiding the high upfront costs of building own data center.
- Reduced hardware investment: The customer is responsible for their own hardware, meaning a company doesn't need to purchase or maintain extensive computer hardware for the clients.
- Focus on innovation: Without the burden of managing physical infrastructure, a company can focus its capital and resources on research, development, and scaling the business.

Benefits of the software services business model

- Scalability: Cloud-based models facilitate quick expansion without significant physical infrastructure investment.
- Recurring revenue: Subscription-based models offer predictable income streams.
- Lower customer risk: SaaS is often less risky for customers due to lower upfront costs.
- Automatic updates: Provider-managed updates reduce customer and company effort.

Mr.B.A.Madhusudhan, one of the members of promoter group of the Company, holds a B.E in Computer Engineering (from Madras University), an M.S in Computer Science (from University of Kentucky, U.S.) with specialization in Infrastructure Management and Numerical Analysis and Post-Graduate Degree in Management from the Indian Institute of Management, (IIM) Ahmedabad. He was holding a position as a Whole-Time Director who was looking after various projects the Company undertook in the past. With experiences in several different disciplines and a strong foundation in logic, with special expertise in the area of computer software including Artificial Intelligence and Machine Learning, the Company is willing to avail his service to pursue the new business activity in the computer software business in near future.

In view of the said requirements, the Main Objects is proposed to be amended as follows:

- A. Two new clauses numbered 9 and 10 will be added to the existing Part III(A) (main objects) to enable the Company to widen the scope of its business activities such computer software.

The alteration of objects clause of the Memorandum of Association is an item required to be transacted by means of postal ballot under the provisions of section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014. However, in terms of the proviso to section 110 of the Companies Act, 2013 introduced as per the Companies (Amendment) Act, 2017, read with Rules 20 and 22 of the Companies (Companies Management and Administration) Rules, 2014 including any statutory modifications and amendments thereto, approval of shareholders for any item of business required to be transacted through postal ballot may be transacted at a general meeting by a company which is required to provide the facility of voting by electronic means to its shareholders. The Company, being a listed Company is required to provide the facility of voting by electronic means to its shareholders and hence, may obtain the approval of its shareholders to the alteration of the objects clause of the Memorandum of Association at the Annual General Meeting. The Board of Directors vide its resolution dated August 28, 2025 has accorded its approval to the proposed alteration of the Memorandum of Association as aforesaid.

In terms of Sections 4 and 13 of the Act, the consent of the Members by way of a Special Resolution is required for alteration in the objects clause of the Memorandum of Association of the Company.

Copies of the existing and amended Memorandum of Association will be available for inspection by shareholders during business hours at the registered office of the Company for 21 days before the Annual General Meeting and can also be viewed on the Company's website at www.velanhotels.com.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the special resolutions set out at the item no. 9 of the Notice for member's approval of the Company.

ITEM NO.10

Mr.Muthukumararamalingam Gautham (M.R.Gautham) was re-appointed as a Whole-Time Director designated as Executive Director of the Company on 11th August 2022 by the Board for a further period of 3 year and his term expired on 10th August, 2025. By way of a resolution of the Board dated 09th August, 2025, he was re-appointed as Whole-Time Director designated as Executive Director for a further period of 1 year.

In view of the financial positions of the Company, the Company cannot pay any remuneration under applicable provisions of Sections 196 & 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013. At this crucial juncture, the continued services of Mr.Muthukumararamalingam Gautham (M.R.Gautham) are considered essential for re-commencement of hotel operation and achieve smooth operations thereafter. It is also essential for the Company to have his continued services for its future growth.

The Board of Directors, at their Meeting held on 09th August, 2025, considered and decided to entrust Mr.Muthukumararamalingam Gautham (M.R.Gautham) with increased role and responsibility by appointing him as Executive Director of the Company. However, at present, no remuneration is proposed to be paid to Mr.Muthukumararamalingam Gautham (M.R.Gautham) for his term pursuant to such re-appointment as Executive Director of the Company. The term of his appointment as Executive Director will be for a further period of one year from 09.08.2025 to 08.08.2026.

Details of terms and condition of appointment are as below :

1. Monthly Basic Salary : NIL
2. Perquisites / Allowances : NIL
3. Notice Period : The appointment may be terminated by either side at any time by giving 3 Months' notice in writing.

A brief resume of Mr.Muthukumararamalingam Gautham (M.R.Gautham) is given below :

Mr.M.R.Gautham is 48 years of age with an active business involvement of over 24 years. He is basically from a family of philanthropists into agriculture and holding large commercial Land banks, and is the sixth generation at Tirupur region.

He is a Commerce and Finance Graduate from the University of Western Australia. As his rich industry experience is of immense advantage to the Company, he was appointed as Executive Director of the Velan Hotels Limited since 2001. He is primarily instrumental in structuring its finance, and along with his father, is primarily responsible for the day-to-day activities of the Velan Group of Companies. The same was approved by the Nomination & Remuneration Committee.

He holds 64,20,750 equity shares of the Company by himself, representing 20.09% of total shareholding. He holds Directorship in Shree Vallee Enterprises Pvt Ltd and Managing Director in Statex Engineering Private Ltd as well.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for re-appointment of Mr.Muthukumararamalingam Gautham (M.R.Gautham) as Executive Director of the Company. The Board recommends the resolution for approval of the members as an ordinary resolution. A copy of the Board Resolution and the appointment letter issued to Mr.Muthukumararamalingam Gautham (M.R.Gautham) Executive Director will be available for inspection between 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday) at the Registered Office of the Company.

The terms as set out in the resolution and the explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

Mr.Muthukumararamalingam Gautham (M.R.Gautham) is concerned or interested in this resolution as it relates to his re-appointment. Mr.E.V.Muthukumara Ramalingam and Smt.M.Sasikala being related to Mr.Muthukumararamalingam Gautham (M.R.Gautham) and his relatives may be deemed to be concerned or interested in the resolution.

None of the other Director, Key Managerial Personnel or their respective relatives is concerned or interested, financial or otherwise in the Resolution.

The Board recommends the ordinary resolutions set out at the item no. 10 of the Notice for member's approval of the Company.

For and on behalf of the Board



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

Place : Tirupur
Date : 28-08-2025