



HOTELS & PUBS LTD.

MINUTES OF THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PECOS HOTELS AND PUBS LIMITED HELD ON 24TH SEPTEMBER, 2018 AT 11:00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT NO. 139, 2ND FLOOR, GUARDIAN HOUSE (GURUMURTHY BHAVAN), INFANTRY ROAD, BENGALURU - 560001.

• **PRESENT:**

1. Mr. Collin Richard Timms (DIN: 00523528), Managing Director and Member
2. Mr. Liam Norman Timms (DIN: 06453032), Whole-time Director and Member
3. Mr. Jimmy Kuruvila (DIN: 07127919), Executive Director
4. Ms. Olinda Timms (DIN: 00523561), Non Executive Director
5. Mr. Koilpillai Joseph Davaraj (DIN: 01931821), Independent Director
6. Mr. Lloyd John Pereira (DIN: 05207676), Independent Director

• **IN ATTENDANCE:**

1. Ms. Mala Poddar, Company Secretary and Compliance Officer
2. Mr. Shailesh B. M, Chief Financial Officer

• **LEAVE OF ABSENCE:**

Due to prior commitments, Ms. Nina Nayar, Independent Director of the company, was not able to join the meeting and hence leave of absence was granted to her.

• **MEMBERS/ PROXIES WERE PRESENT AT THE MEETING:**

Members present in person: 6

Proxy: 3

• **QUORUM:**

Quorum being present, the chairman called the meeting.

• **CHAIRMAN OF THE MEETING:**

The Company Secretary requested the chairman to commence the proceedings.

Thereafter, Mr. Collin Richard Timms, Chairman of the Company, occupied the Chair and conducted the meeting.

Registered Office:

Corporate Office:

CIN:

Email :

Website:

34, Rest House Road, Bangalore - 01

Guardian House, 139, Infantry Road, Bangalore - 01

L55101KA2005PLC035603 Tel: 080-25580971

contact@pecospub.com, pecoshotels@gmail.com

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He welcomed the members to the 13th Annual General Meeting of the Company and introduced all the dignitaries present on the dais.

After ascertaining the requisite quorum for the meeting is present, the meeting was called to order and Chairman started the proceedings of the meeting:

- i. Copies of Annual Report, Annual General Meeting (AGM) Notice, etc were sent to the members who have registered their e-mail Id with the Company/ Depository Participants (DPs)/ Registrar and Share Transfer Agent (RTA). Members whose e-mail Ids were not registered, were sent physical copies of AGM Notice and the Annual Report through the permitted mode.
- ii. Director's Report, Auditors Report, Secretarial Audit Report, Proxy Register and other statutory documents were kept open for inspection of members during the meeting.
- iii. The Statutory Auditor's and Secretarial Auditor's Report did not contain any qualification, observation or disclaimer.

Mr. Collin Richard Timms, Chairman, briefed the members about the operations and performance of the Company.

The Chairman also explained the members about objective and implications of the business items as mentioned in the Notice of the Annual General Meeting dated 18th August, 2018 and invited queries from the members on the agenda items.

The members raised some queries of the financial statements and operations of the Company, etc which were replied satisfactorily.

Thereafter, it was decided to take up the business as stated in the notice.

ORDINARY BUSINESS:

Resolution No. 1:

To receive, consider and adopt the Audited Balance sheet as at March 31, 2018 the statement of profit and loss account for the financial period ended as on that date along with the Directors Report and Auditors Report thereon.

"RESOLVED THAT the audited financial statements of the Company for the financial year ended on 31st March, 2018 together with the reports of the Board and Auditors thereon be and is hereby received, considered and adopted."

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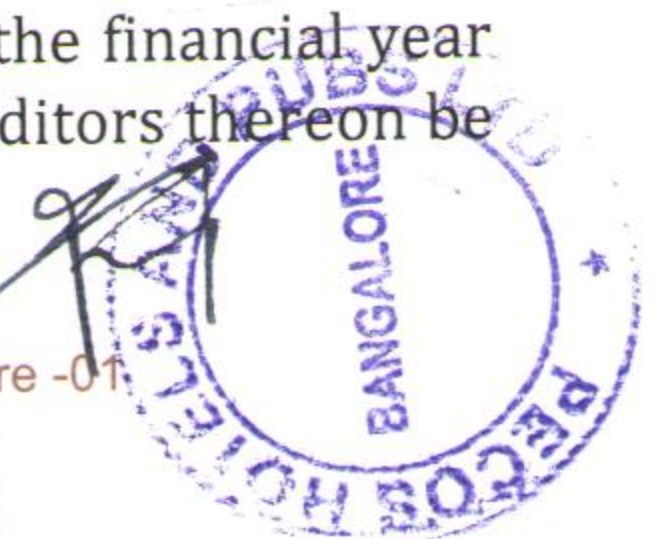
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On being put to vote by show of hands, the above ordinary resolution was passed unanimously.

Resolution No.2:

To declare a Dividend for the year ended 31st March 2018

"RESOLVED THAT a final dividend of 0.40 paisa Per equity share of face value of Rs 10 for the financial year ended on March 31st, 2018 as recommended by the Board of directors in their meeting held on 18th August, 2018 be and is hereby declared."

On being put to vote by show of hands, the resolution was carried unanimously.

Resolution No. 3:

To appoint a Director in place of Mr. Liam Timms, who retires by rotation and being eligible offers himself for re-appointment

"RESOLVED THAT Mr. Liam Timms (DIN: 06453032), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as director of the Company."

On being put to vote by show of hands, the above ordinary resolution was passed unanimously.

Resolution No. 4:

Appointment of Auditor

"RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies act, 2013, and the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Balakrishna and Co., Chartered Accountants (Firm Regn. No. 004835S) as an Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such terms and remuneration as may be agreed upon between the Audit Committee/ Board of Directors of the Company and the Auditors."

On being put to vote by show of hands, the above ordinary resolution was passed unanimously.



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Resolution No 5:

Appointment of Mr. Jimmy Kuruvila as an Executive Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Jimmy Kuruvila (DIN 07127919) as an Executive Director of the Company for a period of Five years with effect from August 18, 2018 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors or Committee of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Jimmy Kuruvila."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take such steps as may be necessary, proper and expedient to give effect to this resolution."

On being put to vote by show of hands, the above ordinary resolution was passed unanimously.

VOTE OF THANKS:

There being no other business to be transacted, the Chairman declared the meeting as concluded at 11.45A.M

Thereafter meeting was concluded with a vote of thanks to the chair.

Date: 24.09.2018

Place: Bangalore


Collin Richard Timms
(Chairman)



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