



HOTELS & PUBS LTD.

NOTICE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the Members of Pecos Hotels & Pubs Limited will be held on Tuesday, the 25th day of March 2025 at 11.00 A.M. at **No. 139, 2nd Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001** to transact the following business as a special business:

SPECIAL BUSINESS:

Item No. 1- To approve appointment of Mr. Shanthi Kiran Bulla (DIN: 02049462) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shanthi Kiran Bulla (DIN: 02049462), who is appointed as an Additional Director to be designated as Independent Director with effect from 3rd March, 2025, and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 3rd March, 2025 to 2nd March, 2030, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act."



Registered Office: # 34, Rest House Road, Bangalore - 01
Corporate Office: Guardian House, 139, Infantry Road, Bangalore -01
CIN: L55101KA2005PLC035603 Tel: 080-25580971
Email : contact@pecospub.com, pecoshotels@gmail.com
Website: www.pecospub.com



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“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Item No.2 - To approve appointment of Mr. Ravi Hansdak (DIN: 10921223) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ravi Hansdak (DIN: 10921223) , who is appointed as an Additional Director to be designated as Independent Director with effect from 3rd March, 2025, and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 3rd March, 2025 to 2nd March, 2030, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”



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Item No.3 - To approve appointment of Mrs. Usha Sekar (DIN: 10869508) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Usha Sekar (DIN: 10869508), who is appointed as an Additional Director to be designated as Independent Director with effect from 3rd March, 2025, and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 3rd March, 2025 to 2nd March, 2030, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Item No.4 - To approve re-appointment of Mr. Liam Norman Timms (DIN: 06453032) as whole Time Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:



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"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Liam Norman Timms (DIN: 06453032) as Whole Time Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from 3rd March, 2025 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Liam Norman Timms.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors
For Pecos Hotels and Pubs Limited**

**Rajiv Kumar Sharma
(Company Secretary)**



**Date: March 03, 2025
Place: Bengaluru**

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NOTES:

The Explanatory Statement pursuant to sub-section (1) of Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE FOR HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of Proxy, in order to be effective, should be deposited at the Corporate Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A proxy form is annexed to this report.
3. A Person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Transfer Books of the Company will remain closed from **Wednesday 19th March to Tuesday 25th March, 2025 (both days inclusive).**
6. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agent for assistance in this regard.
7. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members holding shares in electronic mode are requested to intimate all changes pertaining to their registered email id, bank details, mandates, nominations, etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's record which will help the Company and its Registrar and Transfer Agents, M/s MUFG Intime Private Limited to provide efficient and better service to the Members. Members holding shares in Physical form are requested to intimate such changes to M/s MUFG Intime Private Limited. Those Shareholders whose email IDs are not registered can get their Email ID registered by following procedure as mentioned in "Annexure II" in this notice. Further, for



registration / updation of Bank details shareholders can refer the "Annexure II" of this notice.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Transfer Agent.

9. Members are requested to bring their copies of the notice to the Meeting.
10. The Ministry of Corporate Affairs has taken a Green Initiative in Corporate Governance by issuing circulars allowing paperless compliances by companies through electronic mode. Further, in line with recent circular issued by the Securities Exchange Board of India (SEBI) and consequent changes in the listing agreement, the Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will also be available on the Company's website viz. www.pecospub.com.
11. The route map showing directions to reach the venue of the Meeting is annexed.
12. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
13. Voting through electronic means:- Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to cast their votes electronically on all resolutions set forth in the notice convening the Extra Ordinary General Meeting. The business may be transacted through e-voting services provided by M/s. Central Depository Services (India) Limited (CDSL).

The e-voting facility is available at the link www.evotingindia.com, the e-voting facility will be available on and from Saturday, March 22, 2025, at 9.00 a.m., and ends on Monday, March 24, 2025 at 5.00 p.m.

Mr. Pramil Dev, A Practicing Company Secretary (CP No. 9821) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of this EGM ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later



than 48 hours from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, depositories and RTA, and will also be displayed on the Company's website, www.pecospub.com.

The instructions for shareholders voting electronically are as under:

1. The voting period begins on Saturday, March 22, 2025, at 9.00 a.m., and ends on Monday, March 24, 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 (record date) of Tuesday, March 18, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility :

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, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/ NSDL/KARVY/ MUFG Intime, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to



	<p>register is available at https:// web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.</p>
<p>Individual shareholders holding securities in Demat mode with NSDL</p>	<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 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. 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.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 sixteen-digit 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.
Individual shareholders (holding securities in Demat mode) login through their Depository Participants	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.

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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for members holding Physical shares and shareholders other than individuals 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 members holding shares in Demat Form or Physical Form
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> <ul style="list-style-type: none"> • 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.
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.</p> <ul style="list-style-type: none"> • 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.

4. After entering these details appropriately, click on "SUBMIT" tab.
5. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach '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 company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
7. Click on the EVSN 250224010 for the relevant on which you choose to vote.
8. 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.
9. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



10. 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.

11. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

12. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

13. 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.

14. 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 on.
- The list of accounts linked in the login should be mailed to 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 attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; pecoshotels@gmail.com, cspramil@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For members holding Physical shares - please provide necessary details like Folio No., Name of shareholder, 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 Company/RTA email id.
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.
15. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
16. NRI Members are requested to:
- a. change their residential status on return to India permanently.
 - b. furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form at earliest.
18. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.
19. In compliance with MCA General Circular 20/2020 dated May 5, 2020 and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of EGM will also be available on the Company's website www.pecospub.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL <https://www.evoting.cdslindia.com>. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. Thursday, February 27, 2025 will be sent notice of EGM through electronic mode.
20. Members who wish to inspect statutory registers required to be made available/kept open for inspection at EGM and Relevant documents referred to in this Notice of EGM can send an email to pecoshotels@gmail.com.



Explanatory statement pursuant to Sections 102 (1) and 110 of the Companies Act, 2013 (“Act”)

The following Statement sets out all material facts relating to Item Nos. 1,2,3 & 4 mentioned in the accompanying Notice:

ITEM NO. 1, 2 & 3:

Based on the recommendation of Nomination & Committee, the Board of Directors has appointed Mr. Shanthi Kiran Bulla, Mr. Ravi Hansdak and Mrs. Usha Sekar as an Additional Directors to be appointed as Independent Directors of the Company under Section 161 of the Companies Act, 2013 (“the Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company with effect from 3rd March,2025.

As per the terms of amendment in the Listing Regulations effective from January 01, 2022, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Shanthi Kiran Bulla, Mr. Ravi Hansdak and Mrs. Usha Sekar as Independent directors of the company would require approval of Members of the Company. Further in this regard, the Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Mr. Shanthi Kiran Bulla, Mr. Ravi Hansdak and Mrs. Usha Sekar for appointment as an Independent Director of the Company. In the opinion of the Board, all three appointees are persons of integrity and their appointment as Independent Directors of the Company would be in the interest of the Company considering their qualifications, vast knowledge, background and expertise. Further, all the appointees fulfill the skills matrix requirements laid down by the Company for its Directors.

As per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of an Independent Director requires Shareholders’ approval by way of Special Resolution. Further, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. All the appointees have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Board recommends their appointment as Independent Directors for a period of five (5) consecutive years beginning from 3rd March, 2025 to 2nd March, 2030.

The Board also recommends payment of sitting fees, reimbursements and other remuneration, if any to them as payable to Independent Directors of the company accordance with the provisions of the Companies Act, 2013.



Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act, and in terms of Regulations 17 & 25 of the Listing Regulations and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointment of Mr. Shanthi Kiran Bulla, Mr. Ravi Hansdak and Mrs. Usha Sekar as Independent Directors is now being placed before the Members for their approval.

A brief detail of Mr. Shanthi Kiran Bulla, Mr. Ravi Hansdak and Mrs. Usha Sekar as required to be given in terms of Regulation 36 of the Listing Regulations is as under:

MR. SHANTHI KIRAN BULLA

Mr. Bulla is graduated in Economics from Bangalore University; Post Graduate Master's in Business Administration (Strategic Management) from Cardiff Business School, University of Wales, United Kingdom.

Mr. Bulla have had an extensive career in the hospitality industry spanning over 25 years where he has built strong brands in the F&B space in Bangalore. His expertise spans across various F&B sectors like Fine Dine, QSR, Restaurants and catering where he has consistently delivered revenue growth and brand elevation. He has held leadership roles overseeing large scale operations, financial performance and expansion. Over the years he has developed a keen understanding of market trends and customer expectations. His leadership philosophy emphasizes collaboration, innovation and sustainable growth.

With a passion for the F&B industry and a proven track record of innovation, strategic success and leadership; he is eager to contribute to a board role where he can provide insights and guidance.

Mr. Bulla fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as an Independent Director and is independent of the management. He is having required skill & experience to discharge the role of Independent Director.

MR. RAVI HANSDAK

Mr. Hansdak is graduated in Mechanical Engineering from Pondicherry Engineering College; Post Graduate (PGDM) in Marketing and Communication from Indian Institute of Management, Bangalore.

He is a seasoned marketing leader with 27+ years of experience across diverse industries like IT, Banking, Advertising, Textile, E-Commerce and Consulting. He has a proven ability to build and execute strategic marketing initiatives that drive brand growth and business results.



Mr. Hansdak fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as an Independent Director and is independent of the management. He is having required skill & experience to discharge the role of Independent Director.

MRS. USHA SEKAR

Mrs. Usha Sekar is graduated in Bachelor of Science (B.Sc) from Bangalore University; Post Graduate (M.B.A) in Marketing from Bangalore University, Karnataka.

Mrs. Sekar is also possessing a LLB degree from Rajiv Gandhi College of Law, Bangalore Karnataka State Law University.

Mrs. Sekar fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as an Independent Director and is independent of the management. She is having required skill & experience to discharge the role of Independent Director.

The other details are as under:

S.N.	Particulars	Details of Director		
1	Name of Director	Mr. Shanthi Kiran Bulla (DIN: 02049462)	Mr. Ravi Hansdak (DIN: 10921223)	Mrs. Usha Sekar (DIN:10869508)
2	Age	51 Years	53 Years	64 Years
3	Qualifications	Graduated in Economics; Post Graduate Master's in Business Administration (Strategic Management) from Cardiff Business School, University of Wales, United Kingdom.	Graduated in Mechanical Engineering; Post Graduate (PGDM) in Marketing and Communication from Indian Institute of Management, Bangalore.	Graduated in Bachelor of Science (B.Sc); Post Graduate (M.B.A) in Marketing from Bangalore University, Karnataka. And a LLB degree from Rajiv Gandhi College of Law, Bangalore Karnataka State Law University.
4	Experience & nature of expertise in specific functional	Over 25+ years of experience across various F&B sectors	Over 27+ years of experience across diverse	A practicing lawyer.



	areas	like Fine Dine, QSR, Restaurants and catering where he has consistently delivered revenue growth and brand elevation.	industries like IT, Banking, Advertising, Textile, E-Commerce and Consulting.	
5	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees within the limits prescribed by the Companies Act, 2013.	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees within the limits prescribed by the Companies Act, 2013.	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees within the limits prescribed by the Companies Act, 2013.
6	Date of first appointment to the Board	03.03.2025	03.03.2025	03.03.2025
7	Shareholding in the Company, including shareholding as a beneficial owner	Nil	Nil	Nil
8	Relationship with other Directors / KMPs	Mr. Bulla is not related to any of the Directors of the Company.	Mr. Hansdak is not related to any of the Directors of the Company.	Mrs. Sekar is not related to any of the Directors of the Company.
9	No. of meetings attended during the year	One (03.03.2025)	One (03.03.2025)	One (03.03.2025)
10	In case of Independent Directors, justification for choosing the appointee	Considering the vast experience, skills, expertise and competencies possessed by Mr. Bulla, the Company would get benefit from his experience, skills and expertise.	Considering the vast experience, skills, expertise and competencies possessed by Mr. Hansdak, the Company would get	Considering the vast experience, skills, expertise and competencies possessed by Mrs. Sekar, the Company would get benefit from his experience,



			benefit from his experience, skills and expertise.	skills and expertise.
11	Directorships, Memberships/Chairperson of Committees:			
	I) Name of Companies in which a director II) Name of Committee in which Chairperson/Member	None	None	None
12	Listed entities from which the appointee has resigned in past three years	None	None	None
13	Skills and capabilities required for the role as an independent director	Mr. Bulla possesses the requisite skills / expertise / competencies for his appointment as the Independent Director of the Company.	Mr. Hansdak possesses the requisite skills / expertise / competencies for his appointment as the Independent Director of the Company.	Mrs. Sekar possesses the requisite skills / expertise / competencies for his appointment as the Independent Director of the Company.

The Board of Directors recommend passing of Special Resolutions as set out at Agenda Item No.1, 2 & 3 of the accompanying Notice for appointment of Mr. Shanthi Kiran Bulla (DIN: 02049462), Mr. Ravi Hansdak (DIN: 10921223) and Mrs. Usha Sekar (DIN:10869508) as an Independent Directors of the Company for a term of five consecutive years.

Except Mr. Shanthi Kiran Bulla, Mr. Ravi Hansdak and Mrs. Usha Sekar being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolutions.

ITEM NO. 4:

On the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Mr. Liam norman Timms as the Whole Time Director of the Company for a period of 5 (Five) years



w.e.f. 3rd March, 2025, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Mr. Liam Norman Timms's visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, including the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Mr. Liam Norman Timms as Whole Time Director of the Company.

Salary & Perquisites:

1	Remuneration: Rs. 118,000/- per month.
2	Other benefits as applicable to the employees of the Company.

Other Terms and Conditions:

The terms and conditions of appointment of Whole Time Director of the Company may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

Your Directors recommend the resolution at Item No. 4 of the Notice for your approval. Mr. Liam Norman Timms is interested in the said resolution as it pertains to his own re-appointment. Prescribed details of Mr. Liam Norman Timms is provided in the notes to the Notice in Annexure-I. The relatives of Mr. Liam Norman Timms may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company. None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

**By Order of the Board of Directors
For Pecos Hotels and Pubs Limited**



**Rajiv Kumar Sharma
Company Secretary**



**Date: March 03, 2025
Place: Bengaluru**

ANNEXURE - I

Additional Information as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard - 2 on General Meetings about re-appointment of Mr. Liam Norman Timms (DIN: 06453032) as whole Time Director of the company.

Name of the Director	Mr. Liam Norman Timms
Age	35 Years
DIN	06453032
Category	Executive & Non-Independent
Date of first appointment on the Board	19-01-2013
Brief Resume and nature of expertise in specific functional areas	Mr. Liam Timms graduated from the University of Colorado at Colorado Springs USA, majoring in International Business. He is responsible for the expansion and development of the 'Pecos' brand and ushering in new initiatives in operations and brand management. He was also instrumental in digitising significant customer loyalty initiatives, launching the Pecos App and modernising the companies POS and ERP.
Terms & conditions of re-appointment	Re-appointment as a Whole Time Director of the Company for a period of 5 years.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Board Meetings attended during the year	7
Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies, Section 8 companies] as on March 31, 2024.	Delfin International Ltd.
Memberships / Chairmanships of Audit and Stakeholders	NIL



Relationship Committees of other Public Companies as on March 31, 2024.	
Number of shares held by Mr. Liam Timms in the Company as on March 31, 2024.	61,002 Equity Shares
Details of remuneration sought to be paid and remuneration last drawn.	<ul style="list-style-type: none">• During the financial year 2024-25 till date, remuneration of Rs. 12.98 Lakh was paid.



ANNEXURE - II

Procedure for registration of e-mail address and bank details by shareholders:-

a. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUG Intime Private Limited in their web site : <https://in.mpms.mufg.com/> at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an email to RTA at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

b. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

c. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUG Intime Private Limited in their web site : <https://in.mpms.mufg.com/> at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

d. Registration of Bank Details for physical shareholders:



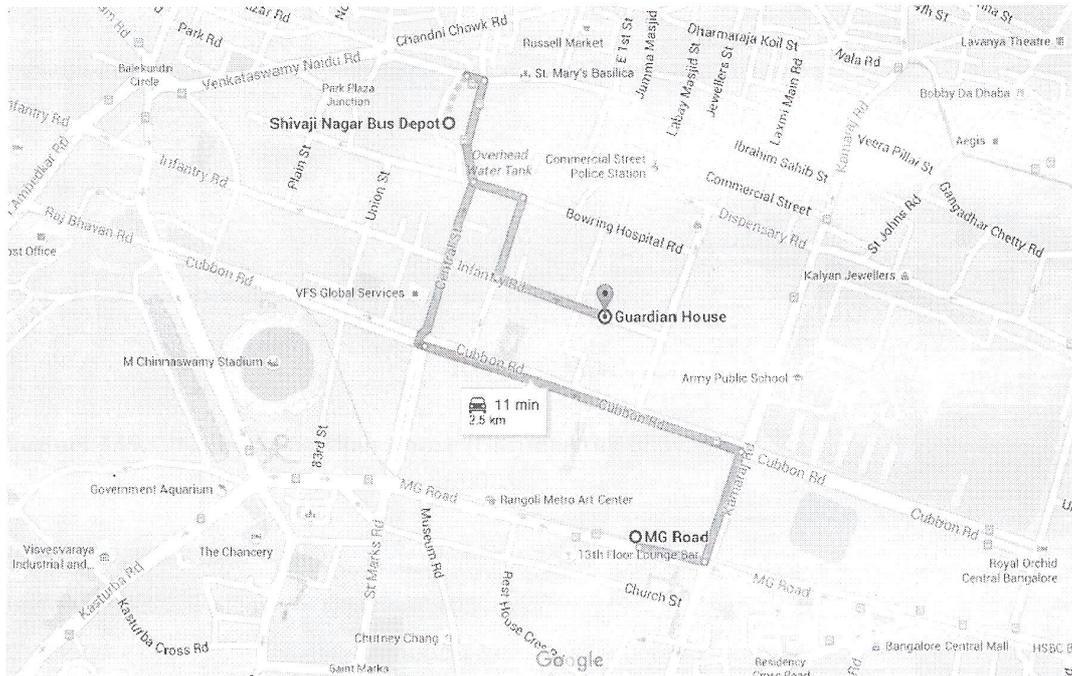
The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with MUFG Intime Private Limited, in their web site <https://in.mpms.mufg.com/> at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e - mail id along with the he copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.



ROUTE MAP

Venue: 139, 2nd Floor, Guardian House (Gurumurthy Bhavan),
Infantry Road, Bengaluru - 560001.



Landmark: Safina Plaza

Distance from Shivaji Nagar Bus Stand: 800m

Distance from M.G. Road Metro Station: 2.5 km



PECOS HOTELS AND PUBS LIMITED

(CIN: L55101KA2005PLC035603)

Regd. Office: NO 34 REST HOUSE ROAD BANGALORE- 560001

**Corporate Office: 139, 2nd Floor, Guardian House (Gurumurthy Bhavan),
Infantry Road, Bengaluru - 560001.**

Tel: (080) 25580971, Fax: (080) 41464692

E mail ID: pecoshotels@gmail.com, website: www.pecospub.com

ATTENDANCE SLIP

Folio No. _____ DP ID No. _____ Client ID No. _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Tuesday the 25th day of March, 2025 at 11:00 A.M. at the Corporate Office of the Company situated at 139, 2nd Floor, Guardian House (Gurumurthy Bhavan) Infantry Road, Bengaluru - 560001 India.

Name of the Shareholder:

Name of the Proxy:

Signature of Proxy/ Member:

1. Only members/ Proxy holder can attend the meeting.
2. Member/ Proxy holder should bring his/ her copy of the Annual Report for the reference at the Meeting.

Note: Members are requested to bring their copies of notice to the Meeting.



PECOS HOTELS AND PUBS LIMITED

(CIN: L55101KA2005PLC035603)

Regd. Office: NO 34 REST HOUSE ROAD BANGALORE- 560001

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Infantry Road, Bengaluru - 560001.**

Tel: ((080) 25580971, Fax: (080) 41464692

E mail ID: pecoshotels@gmail.com, website: www.pecospub.com

Form MGT-11

PROXY FORM

**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014]**

Name of the Member(s):

Registered Address:

E mail ID:

Folio No. / Client ID: DP ID No.:

I/ We being the members of Shares of Pecos Hotels and Pubs Limited,
hereby appoint

1. Name: E mail ID:

Address:

..... Signature:

or failing him

2. Name: E mail ID:

Address:

..... Signature:

or failing him



3. Name: E mail ID:
 Address:
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, the 25th day of March 2025 at 11:00 A. M. at #139, 2nd Floor, Guardian House (Gurumurthy Bhavan) Infantry Road, Bengaluru – 560001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote	
		For	Against
1	Appointment of Mr. Shanthi Kiran Bulla (DIN: 02049462) as Non-Executive Independent Director of the Company (Special Resolution)		
2	Appointment of Mr. Ravi Hansdak (DIN: 10921223) as Non-Executive Independent Director of the Company (Special Resolution)		
3	Appointment of Mrs. Usha Sekar (DIN: 10869508) as Non-Executive Independent Director of the Company (Special Resolution)		
4	Re-appointment of Mr. Liam Norman Timms (DIN: 06453032) as whole Time Director of the company. (Ordinary Resolution)		

Signed this Day of 2025

Affix
Revenue
Stamp

Signature of shareholder Signature of Proxyholder(s)

NOTE:

This form in order should be effective should be duly completed and deposited at the Corporate Office of the Company at 139, Guardian House, 2nd Floor, Infantry Road, Bengaluru – 560001 not less than 48 hours before the commencement of the Meeting.

