



HOTELS & PUBS LTD

NOTICE CONVENING ANNUAL GENERAL MEETING

Notice is hereby given that **Seventeenth Annual General Meeting** of the Members of **Pecos Hotels and Pubs Limited** will be held on **Tuesday**, the 27th day of **September, 2022** at **11:00 A. M.** at **No. 139, 2nd Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001** to transact the following business:

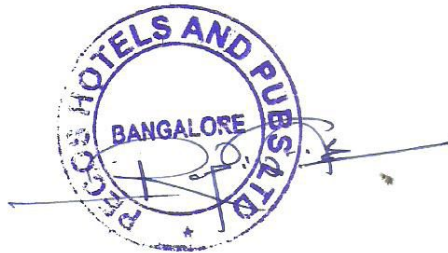
ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at **March 31, 2022** and Statement of Profit and Loss Account for the Financial Period ended as on that date along with the Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Mr. Liam Norman Timms, who retires by rotation and being eligible offers himself for re-election.

SPECIAL BUSINESS

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Liam Timms [DIN: 06453032], Whole Time Director of the Company.”



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

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Pradosh Dhanraj [DIN: 08424421], Director of the Company.”

Date: 30.08.2022
Place: Bengaluru



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

A handwritten signature in blue ink, appearing to read "Rajiv Kumar Sharma", written over a horizontal line.

Rajiv Kumar Sharma
(Company Secretary & Compliance Officer)

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 **Friday 23rd, September to Tuesday 27th September, 2022 (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 AGM, 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 Link Intime (India) 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 Link Intime (India) Private Limited.



A handwritten signature in blue ink, consisting of stylized letters and a long horizontal line extending to the right.

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 desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
10. Members are requested to bring their copies of the Annual Report to the Meeting.
11. 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 AGM along with the Annual Report 2021-22 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 and the Annual Report 2021-22 will also be available on the Company's website viz. www.pecospub.com.
12. The route map showing directions to reach the venue of the Meeting is annexed.
13. As per Notification issued by Ministry of Corporate Affairs, with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-Voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing E-Voting facility to its shareholders.
14. 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.



A handwritten signature in blue ink, appearing to be "R. G. S.", written over a horizontal line.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1)
OF THE COMPANIES ACT, 2013**

ITEM NO. 3:

Revision in the remuneration of Mr. Liam Timms (DIN: 06453032), Whole Time Director of the Company.

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Liam Timms [DIN: 06453032], Whole Time Director of the Company.”

Salary & Perquisites:

1	Remuneration: Rs. 88,000/- per month w.e.f. April 01, 2022.
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.

ITEM NO. 4:

Revision in the remuneration of Mr. Pradosh Dhanraj (DIN: 08424421), Director of the Company.

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Pradosh Dhanraj [DIN: 08424421], Director of the Company.”



A handwritten signature in blue ink, appearing to be "R. Pradosh Dhanraj", with a horizontal line extending to the right.

Salary & Perquisites:

1	Remuneration: Rs. 45,500/- per month w.e.f. April 01, 2022.
2	Travel Allowance: Rs. 2,500/- per month.
3	Other benefits as applicable to the employees of the Company.

Other Terms and Conditions:

The terms and conditions of appointment of 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.

Date: 30.08.2022
Place: Bengaluru



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

A handwritten signature in blue ink, appearing to read "Rajiv Kumar Sharma".

Rajiv Kumar Sharma
(Company Secretary & Compliance Officer)