



HOTELS & PUBS LTD.

NOTICE CONVENING ANNUAL GENERAL MEETING

Notice is hereby given that **Fourteenth Annual General Meeting** of the Members of **Pecos Hotels and Pubs Limited** will be held on **Monday, the 29th day of July, 2019 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, 2019** 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 declare Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2018-19.
3. To appoint Director in place of Mr. Jimmy Kuruvila, who retires by rotation and being eligible offers himself for re-appointment, approved by Nomination and Remuneration Committee and Board of Directors.

SPECIAL BUSINESS

4. Appointment of Mr. Pradosh Dhanaraj 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. Pradosh Dhanaraj (DIN 08424421) as an Executive Director of the Company for a period of Five years with effect from April 20th, 2019 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

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





HOTELS & PUBS LTD.

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. Pradosh Dhanaraj."

"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."

5. Revision in the remuneration of Mr. Jimmy Kuruvila (DIN: 07127919), Executive Director & CEO 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. Jimmy Kuruvila [DIN: 07127919], Executive Director & CEO of the Company."

6. 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."

7. Revision in the remuneration of Mr. Pradosh Dhanaraj (DIN: 08424421), Executive 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

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





HOTELS & PUBS LTD.

accorded for revision in the remuneration of **Mr. Pradosh Dhanaraj (DIN: 08424421)**,
Executive Director of the Company."

Date: 29.06.2019
Place: Bengaluru

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

Rajiv Kumar Sharma
Company Secretary & Compliance Officer



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
www.pecospub.com

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 26th, July to Monday 29th July , 2019 (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 black ink is written over a circular purple stamp. The stamp contains the text "PECOS HOTELS AND RESORTS LTD." around the top and "BANGALORE" around the bottom, with a small star in the center.

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 2018-19 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 2018-19 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.
15. Members eligible to receive dividend, if declared at the ensuing Annual General Meeting ("AGM") for the year ended March 31, 2019, will be paid to those Members whose names appear in the Register of Members of the Company at the end of business hours on Thursday, July 25th, 2019 after giving effect to all valid share transfers in physical/Demat mode lodged with the Company / RTA on or before Thursday, July 25th, 2019



16. Members are informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares.

17. The final dividend for the year ended 31st March 2019 will be paid within prescribed limit i.e within one month of declaration of such Dividend to the shareholders whose names appear on the record date i.e 25th July, 2019.

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

ITEM NO. 4:

The Board of Directors of the Company at their meeting held on April 20, 2019, subject to approval of members, appoint Mr. Pradosh Dhanaraj (DIN: 08424421) as an Additional Director of the Company on the remuneration and other terms and conditions of appointment as recommended by Nomination and Remuneration Committee of the Board. Pursuant to the Provision of section 160 (1) of the Companies Act, 2013, the tenure of Mr. Pradosh Dhanaraj as an Additional Director expires at the date of this Annual General Meeting. The Board also appointed Mr. Pradosh Dhanaraj as an Executive Director of the Company for a period of 5 years w.e.f. April 20, 2019.

Mr. Pradosh Dhanaraj is not disqualified from being appointed as a Director in terms of Section 164 of the Companies act, 2013 and has given his consent to act as Director of the Company.

The brief profile of Mr. Pradosh Dhanaraj is given below:

Mr. Pradosh Dhanaraj holds a degree in Bachelor of Science from S.V. University, Andhra Pradesh .. Mr. Pradosh gained work experience as a Manager at Fillo Hotel in Pondicherry. In 2012, he joined the company as General Manager of The Pecos Hotels And Pubs Ltd.

A highly skilled professional with expertise in strategic planning, execution, team building, operations & vendor management.

More than 20 years' experience in general and technical project management, training & development of Human resources in the hospitality industry.

Proven capability of nurturing & developing new customers through networking & socializing.

Conceptualizing & executing events for marketing & showcasing products for high visibility.



Remuneration:

(A) In case of adequate profits;

Not exceeding 10% of the net profits of the company calculated as per Section 198 of the Companies Act, 2013 and payable by way of salary /Allowances/other perquisites /benefits and /or commission, payable to all such directors as determined by the board of directors and /or Nomination and Remuneration Committee from time to time.

perquisites; bonus; allowances etc. as may be determined by the Board from time to time.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above, subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

Except Mr. Pradosh Dhanaraj, being an appointee, none of the Director, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

Mr. Pradosh Dhanaraj is not related to any other director of the Company.

ITEM NO. 5:

Revision in the remuneration of Mr. Jimmy Kuruvila (DIN: 07127919), Executive Director & CEO 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. Jimmy Kuruvila [DIN: 07127919], Executive Director & CEO of the Company."

Salary & Perquisites:

1	Basic Salary & D.A. : Rs. 81,000/- per month w.e.f. April 01, 2019.
2	House Rent Allowance of Rs. 32,400/- per month w.e.f. April 01, 2019.
3	Conveyance Allowance of Rs. 2,600/- per month w.e.f. April 01, 2019.
4	Medical Allowance of Rs. 1,250/- per month w.e.f. April 01, 2019.
5	City Compensatory Allowance of Rs. 3,000/- per month w.e.f. April 01, 2019.
6	Special Allowance of Rs. 14,750/- per month w.e.f. April 01, 2019.
7	Performance Incentive @ 10% of service charge collected.
8	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.



Other Terms and Conditions:

The terms and conditions of appointment of Executive Director & CEO 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. 6:

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. 50,000/- per month w.e.f. July 01,2019.
2	Other benefits as applicable to the employees of the Company.

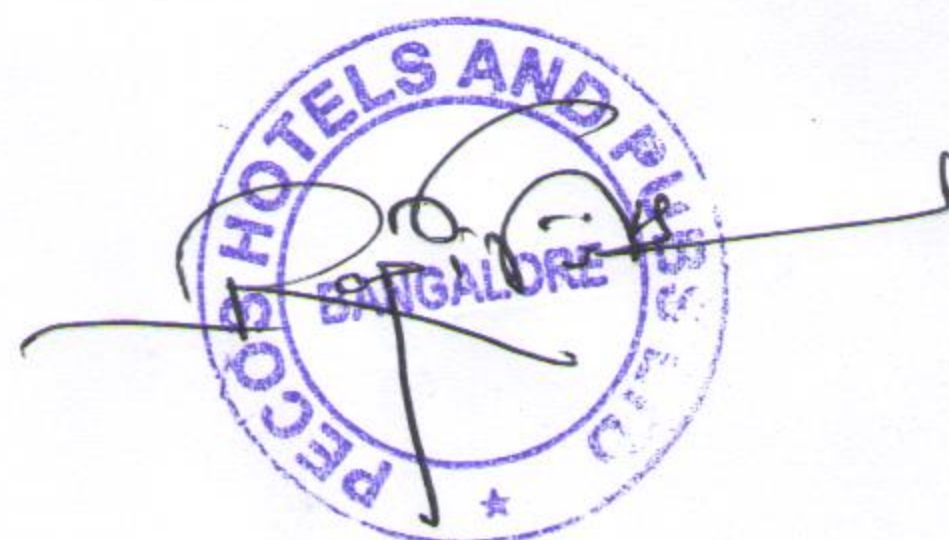
Other Terms and Conditions:

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. 7:

Revision in the remuneration of Mr. Pradosh Dhanaraj (DIN: 08424421), Executive 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 Dhanaraj (DIN: 08424421)**, Executive Director of the Company."



Salary & Perquisites:

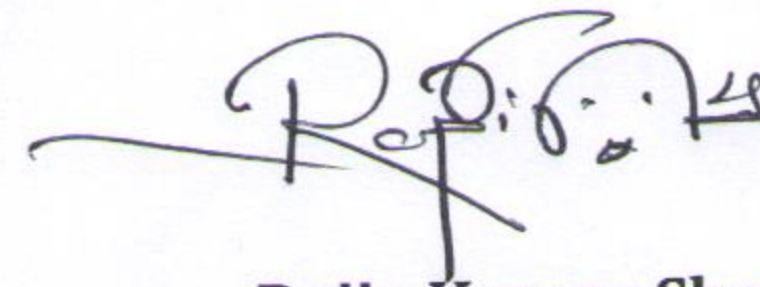
1	Remuneration: Rs. 40,000/- per month w.e.f. April 01,2019.
2	Travel Allowance: Rs. 2,500/- per month w.e.f. April 01,2019.
3	Other benefits as applicable to the employees of the Company.

Other Terms and Conditions:

The terms and conditions of appointment of Executive 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:29.06.2019
Place: Bengaluru

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



Rajiv Kumar Sharma
Company Secretary & Compliance Officer

