



HOTELS & PUBS LTD.

July 29th, 2019

To,
The Bombay Stock Exchange,
Phirozee Jeejeebhoy Towers,
Dalal Steet Fort,
Mumbai - 400 001.

Dear Sir/Madam,

**Subject: Intimation of Proceeding of Annual General Meeting under Regulation 30
read with Schedule III Part A of SEBI (Listing Obligation and Disclosure
Requirements) Regulations, 2015 .**

Ref.: Security ID: PECOS; Security Code: 539273

We are herewith enclosing the copy of proceedings of the 14th Annual General Meeting of the company held on 29th July, 2019 at the corporate office at **139, Guardian House, Infantry Road, Bangalore - 560001** at 11 A.M.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You,

Yours Sincerely,

For Pecos Hotels and Pubs Limited

Rajiv Kumar Sharma

Company Secretary & Compliance Officer



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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MINUTES OF THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PECOS HOTELS AND PUBS LIMITED HELD ON 29TH JULY, 2019 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. Liam Norman Timms (DIN: 06453032), Whole-time Director and Member
2. Mr. Jimmy Kuruvila (DIN:07127919), Executive Director & CEO
3. Mr. Pradosh Dhanaraj (DIN: 08424421), Executive Director and Member
4. Mr. Koilpillai Joseph Davaraj (DIN: 01931821), Independent Director and Member
5. Mr. Lloyd John Pereira (DIN: 05207676), Independent Director
6. Ms. Nina Nayar (DIN: 02874239), Independent Director

• **IN ATTENDANCE:**

1. Mr. Rajiv Kumar Sharma, Company Secretary and Compliance Officer
2. Mr. Shailesh B. M. Chief Financial Officer

• **LEAVE OF ABSENCE:**

As all the Directors of the Company were present at the Meeting, granting of leave of absence was not required.

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

Members present in person: 9

Proxy: 1

• **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. Koilpillai Joseph Davaraj, Chairman of the Company, occupied the Chair and conducted the meeting.





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He welcomed the members to the 14th 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. Koilpillai Joseph Davaraj, 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 29th June, 2019 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, 2019 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.





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"RESOLVED THAT the audited financial statements of the Company for the financial year ended on 31st March, 2019 together with the reports of the Board and Auditors thereon be and is hereby received, considered and adopted."

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 2019

"RESOLVED THAT a final dividend of Rs. 1/- Per equity share of face value of Rs 10 for the financial year ended on March 31st, 2019 as recommended by the Board of directors in their meeting held on 29th June, 2019 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. Jimmy Kuruvilla, who retires by rotation and being eligible offers himself for re-appointment

"RESOLVED THAT Mr. Jimmy Kuruvilla (DIN: 07127919), 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 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-





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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 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."

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

Resolution 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.





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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.

RESOLVED FURTHER THAT Mr. Rajiv Kumar Sharma, Company secretary and Compliance Officer be and hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

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

Resolution 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.





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RESOLVED FURTHER THAT Mr. Rajiv Kumar Sharma, Company secretary and Compliance Officer be and hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

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

Resolution 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.

RESOLVED FURTHER THAT Mr. Rajiv Kumar Sharma, Company secretary and Compliance Officer be and hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."





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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 11.45 A.M.

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

Date: 29.07.2019

Place: Bangalore



Koilpillai Joseph Davaraj
(Chairman)