



**ANNUAL REPORT**  
**2024-2025**

**PECOS HOTELS AND PUBS LTD**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Shanthi Kiran Bulla	Chairman, Non-Executive Independent Director (W.e.f. 03.03.2025)
Mrs. Usha Sekar	Non-Executive Independent Director (W.e.f. 03.03.2025)
Mr. Ravi Hansdak	Non-Executive Independent Director (W.e.f. 03.03.2025)
Mr. Liam Norman Timms	Whole-Time Director
Mr. Pradosh Dhanraj	Executive Director

### **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Mr. Rajiv Kumar Sharma

### **CHIEF FINANCIAL OFFICER**

Mr. Geenon John Lopes

## **COMMITTEES**

### **1. Audit Committee**

Mr. Ravi Hansdak	: Chairman
Mr. Shanthi Kiran Bulla	: Member
Mr. Liam Norman Timms	: Member

### **2. Nomination & Remuneration Committee**

Mrs. Usha Sekar	: Chairman
Mr. Shanthi Kiran Bulla	: Member
Mr. Ravi Hansdak	: Member

### **3. Stakeholders Relationship Committee**

Mr. Shanthi Kiran Bulla	: Chairman
Mr. Ravi Hansdak	: Member
Mr. Liam Norman Timms	: Member

## **OTHER INFORMATION**

### **REGISTERED OFFICE**

# 34, Rest House Road,  
Bengaluru – 560 001

### **CORPORATE OFFICE**

No. 139, 2<sup>nd</sup> Floor,  
Guardian House, Infantry Road,  
Bengaluru – 560 001

### **BANKERS**

- i) Guardian Souharda Sahakari Bank Niyamita
- ii) HDFC Bank Limited
- iii) Jana Small Finance Bank

### **LISTING:**

BSE Limited-SME Platform  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

### **STATUTORY AUDITORS**

M/s Phillipos & Co.,  
*Chartered Accountants,*  
P.B. No. 534, No.47, M-Floor,  
Wheeler Road, Cox Town, Bangalore- 560 005.

### **REGISTRAR AND TRANSFER AGENT**

#### **MUFG Intime India Private Limited**

C-101, Embassy 247,  
L.B.S. Marg, Vikhroli (West)  
Mumbai – 400 083

Tel No : +91 22 49186000

E-mail id : [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)

Website : [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

**Contact Details for Investors:**

Mr. Rajiv Kumar Sharma

Company Secretary and Compliance Officer

No. 139, 2nd Floor,

Guardian House (Gurumurthy Bhavan)

Infantry Road,

Bengaluru – 560001

Telephone: (080) 25580971

Mail Id: pecoshotels@gmail.com

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## LETTER TO SHAREHOLDERS

Dear Shareholders,

It gives me immense pleasure to place before you the 20<sup>th</sup> Annual Report of Pecos Hotels and Pubs Limited for the financial year 2024 – 25. The theme of this past year was consolidation. After years of disruption we were able to focus on each outlet to either renovate or undertake enhancements to improve efficiency. I am happy to say that this has yielded positive results and we will continue this into the next financial year.

Before we embark on expansion and exploring other avenues for growth, it is important to have a strong foundation. We are in the process of re-enforcing our foundation, which is the four outlets in Bangalore. These outlets will be the pillars on which our expansion will be built and it is critical for these units to be at their optimal performance.

Although this may be a slower pace of growth we believe it is less risky and more sustainable.

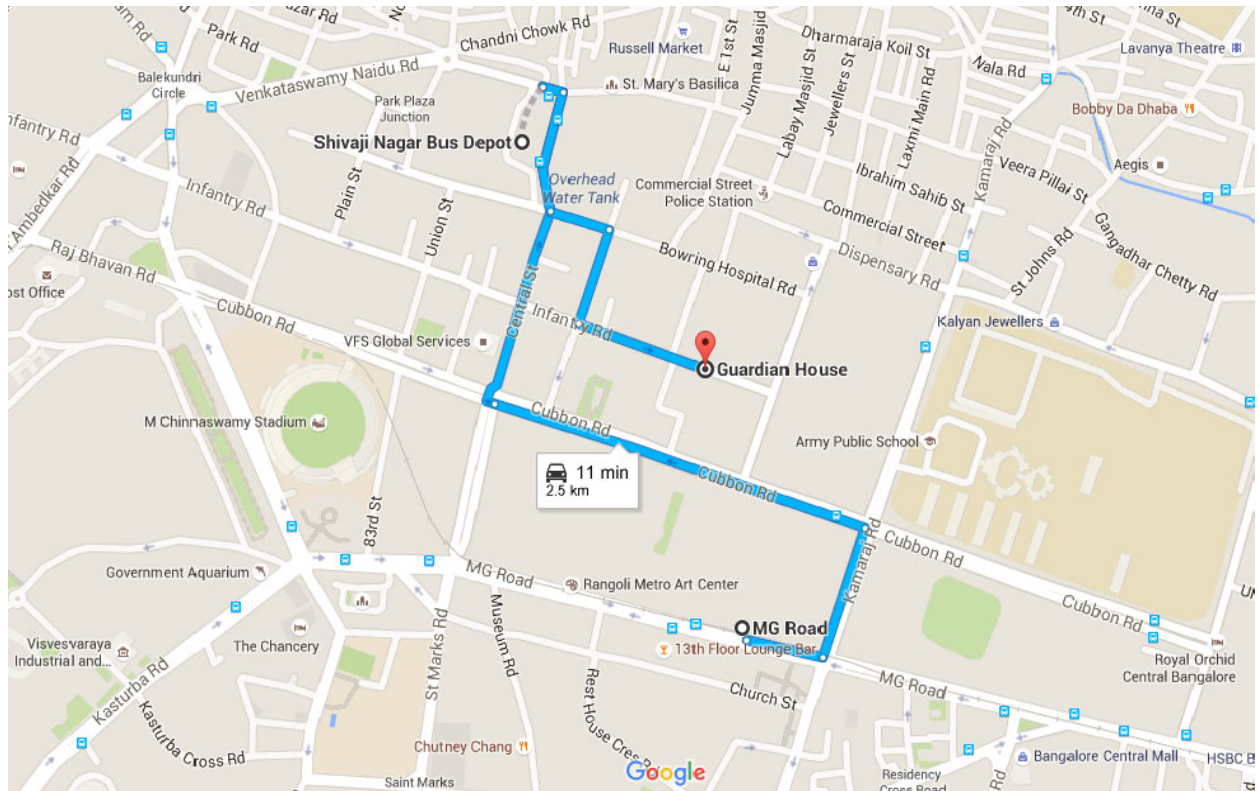
As we look ahead to the next financial year, we are once again cautious; geopolitical and global tensions keeping everyone on edge. We have learnt from the past that it is important to use these periods to consolidate and bide our time, so that when the tide turns we are ready to exploit more favourable circumstances.

We are also pleased to announce a dividend to all our shareholders of INR 3.5/equity share and look forward to the challenges and opportunities presented by the next year.

**Yours Sincerely**  
**SD/-**  
**Liam Norman Timms**  
**Whole Time Director**  
**(DIN: 06453032)**

## ROUTE MAP

**Venue:** 139, 2<sup>nd</sup> 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

## NOTICE CONVENING ANNUAL GENERAL MEETING

Notice is hereby given that **Twentieth Annual General Meeting** of the Members of **Pecos Hotels and Pubs Limited** will be held on **Wednesday**, the 6<sup>th</sup> day of **August, 2025** at **11:00 A. M.** at **No. 139, 2<sup>nd</sup> 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, 2025** 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 Final Dividend of Rs. 3.50/- per share of Rs. 10 each fully paid up on Equity Shares as recommended by the Board of Directors for the year ended March 2025.
3. To appoint a Director in place of Mr. Pradosh Dhanraj, who retires by rotation and being eligible offers himself for re-election.

### SPECIAL BUSINESS

4. **Reappointment of M/s Phillipos & Co., as Statutory Auditors of Company for a second term of five consecutive years:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of M/s. Phillipos & Co., Chartered Accountants (ICAI Firm Registration Number: FRN 002650S ) as the Statutory Auditors of the Company for second term of five consecutive years, who shall hold office from the conclusion of the 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2030, on such remuneration plus applicable taxes and out-of pocket expenses, as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.



**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**5. Appointment of Mr. Pramil Dev, Company Secretary, as Secretarial Auditor of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made thereunder, if any (“the Rules”) (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), and on the recommendation of the Audit Committee and Board of Directors (“the Board”) of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Pramil Dev, Company Secretary (COP-9821), as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years commencing from the Financial Year 2025-26 to Financial Year 2029-30 at such remuneration plus out of pocket expenses and applicable taxes etc. and on such terms & conditions as may be determined by the Board, for conducting the Secretarial Audit of the Company, and to avail any other services, certificates or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**6. Approval of payment of remuneration to Mr. Liam Norman Timms [DIN: 06453032], Whole Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the nomination and remuneration policy of company and pursuant to recommendation of the Nomination & Remuneration Committee (“NRC”) and the Board of Directors, approval of the Members of the Company be and is hereby accorded, for payment of remuneration, to Mr. Liam Norman Timms [DIN: 06453032], Whole Time Director of the Company.

**7. Approval of payment of remuneration to Mr. Pradosh Dhanraj [DIN: 08424421], Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the nomination and remuneration policy of company and pursuant to recommendation of the Nomination & Remuneration Committee (“NRC”) and the Board of Directors, approval of the Members of the Company be and is hereby accorded, for payment of remuneration, to Mr. Pradosh Dhanraj [DIN: 08424421], Director of the Company.”

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

**Date: 09.07.2025  
Place: Bengaluru**

**SD/-  
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 **Thursday 31<sup>st</sup> July to Wednesday 06<sup>th</sup> August, 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 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 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 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 2024-25 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 2024-25 will also be available on the Company’s website viz. [www.pecospub.com](http://www.pecospub.com).
12. The route map showing directions to reach the venue of the Meeting is annexed.
13. 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.
14. 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 20th Annual 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](http://www.evotingindia.com), the e-voting facility will be available on and from Sunday, August 03, 2025, at 9.00 a.m., and ends on Tuesday, August 05, 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 AGM ("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 AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. 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](http://www.pecospub.com).

**The instructions for shareholders voting electronically are as under:**

1. The voting period begins on Sunday, August 03, 2025, at 9.00 a.m., and ends on Tuesday, August 05, 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 Wednesday, July 30, 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 :

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> </ol>

	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https:// web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/Evoting">https://evoting.cdslindia.com/Evoting/Evoting</a> Login. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices. nsdl.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

	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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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"> <li>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.</li> </ul>
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"> <li>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.</li> </ul>

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 250701003 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](http://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](mailto: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](mailto: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](mailto:pecoshotels@gmail.com), [cspramil@gmail.com](mailto: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.

15. 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.
16. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

## **DIVIDEND**

### 17. Payment of Dividend through electronic means:

- a. The Company provides the facility to the Shareholders for remittance of dividend directly in electronic mode through National Electronic Funds Transfer (NEFT). Shareholders holding shares in dematerialized form are requested to provide the bank details to their respective Depository Participants.
- b. In line with the General Circular No. 20/ 2020 dated May 5, 2020 issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), the Company shall dispatch the dividend warrant/ cheque to such shareholder by post.
- c. Shareholders holding shares in dematerialized form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company / RTA cannot act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.

### 18. TDS on dividend.

- a. Pursuant to the Income Tax Act, 1961 (“Act”), as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the applicable rates at the time of making the payment of the said Final Dividend, if declared at the AGM.
- b. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted by the shareholders and accepted by the Company in accordance with the provisions of the Act. The information on TDS for various categories of shareholders along with required documents are given in “**Annexure III**”.

**19. Unclaimed Dividends**

In terms of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF). Further, please note that pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules") notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account.

**20. 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.

**21. 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.**

**22. 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.**

**23. In compliance with MCA General Circular 20/2020 dated May 5, 2020 and SEBI Circular dated May 12, 2020, Notice of the 20th AGM along with the Annual Report 2024-25 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 AGM and Annual Report for FY 2024-25 will also be available on the Company's website [www.pecospub.com](http://www.pecospub.com) and websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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. Friday, July 04, 2025 will be sent Annual Report for the financial year 2024-25 through electronic mode.**

**24. Members who wish to inspect statutory registers required to be made available/kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to [pecoshotels@gmail.com](mailto:pecoshotels@gmail.com).**

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

### **SPECIAL BUSINESS: ITEM NO. 4**

Based on recommendation of Audit Committee, the Board of Directors of the Company proposes the re-appointment of M/s Phillipos & Co. as the Statutory Auditors of the Company for second term of five consecutive years.

M/s. Phillipos & Co., Chartered Accountants (ICAI Firm Registration Number: FRN 002650S), ("the Audit Firm"), were appointed as Statutory Auditors of the Company at the 15<sup>th</sup> Annual General Meeting ('AGM') held on September 03, 2020 to hold office for a period of five years from the conclusion of the 15<sup>th</sup> AGM till the conclusion of the 20<sup>th</sup> AGM of Company. The present term of the Statutory Auditors shall get completed on the conclusion of the ensuing 20<sup>th</sup> AGM of the Company scheduled to be held on August 06, 2024. M/s. Phillipos & Co have confirmed that they are eligible for the proposed reappointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

The Audit committee and Board of Directors have evaluated the proposal of re-appointment of Statutory Auditors and after considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, quality of reports among others, it was found that M/s. Phillipos & Co. is suited and eligible for reappointment. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Phillipos & Co., Chartered Accountants, having registration No. FRN 002650S, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of the 20<sup>th</sup> AGM till the conclusion of the 25<sup>th</sup> AGM of the Company. The Board of Directors in consultation with the Audit Committee may during the tenure of appointment, alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent s may be mutually agreed with the Statutory Auditors.

### **Brief Profile of Statutory Auditors:**

M/s. Phillipos & Co., duly established under the Indian Chartered Accountants Act 1949, is a multi -disciplinary audit firm catering to various clients in diverse sectors, providing Audit and allied services. It is based out in Bangalore. The Audit Firm is registered with the Institute of Chartered Accountants of India (ICAI) and holds Peer Review certificate issued by ICAI. M/s. Phillipos & Co. have given their consent for their re-appointment as Statutory Auditors of the Company and have confirmed that their re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 ('the Act') and

the rules made thereunder. M/s. Phillipos & Co have confirmed that they are eligible for the proposed re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

Accordingly, the Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

#### **ITEM NO. 5**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (as amended from time to time), every listed entity are required to annex with its Board's Report, a report on Secretarial Audit issued by the Practicing Company Secretary.

Pursuant to the amendment made under the provisions of Regulation 24A of the Listing Regulations by SEBI vide its notification dated December 12, 2024 read with the SEBI Circular bearing reference no. SEBI/ HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 ("SEBI Circular"), a listed entity shall appoint/re-appoint Secretarial Auditor with the approval of the Member of the Company in its Annual General Meeting in the manner mentioned below:

- a. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- b. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Further, the SEBI has also prescribed the eligibility, qualifications and disqualifications of Secretarial Auditor in the said amendment and SEBI Circular.

Considering the experience, market standing, efficiency of the audit teams and independence of Mr. Pramil Dev, Company Secretary, the Board at its Meeting held on July 09, 2025, pursuant to the recommendation of the Audit Committee and subject to the approval of the Members of the Company, approved the appointment of Mr. Pramil Dev as Secretarial Auditor of the Company for a term of 5 (Five) years commencing from the Financial Year 2025-26 to Financial Year 2029-30.

Besides the Secretarial Audit services, the Company may also obtain certifications/confirmations as may be required by any Statutory, Regulatory, Judiciary or any other Appropriate Authorities under various Rules, Regulations or Statutes and other permissible non-Secretarial Audit services from Mr. Pramil Dev as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board or any of its Committee.

Mr. Pramil Dev is a Bengaluru-based practicing company secretary specializing in Corporate Law, Securities Law and allied Regulatory compliance. He offers comprehensive services including corporate governance advisory, due diligence, regulatory representations, and compliance management. With a team of qualified professionals and a commitment to ethical practices, the office of Mr. Pramil Dev has consistently delivered value-driven solutions tailored to client needs.

The Company has received the consent letter and eligibility certificate from Mr. Pramil Dev to act as Secretarial Auditor of the Company. They have also affirmed that their proposed appointment, if approved, will be within the limits specified in the applicable laws.

The Board (including any Committee thereof) in consultation with the Audit Committee, may alter and vary the terms & conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with Mr. Pramil Dev.

Accordingly, the Members' approval is sought for the appointment of Mr. Pramil Dev as Secretarial Auditor of the Company in terms of the applicable provisions of the Act and Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 5 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution set out in item no. 5 of the Notice for approval of the Members of the Company.

#### **ITEM NO. 6:**

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

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole Time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act. However, the total managerial remuneration to one Managing Director / Whole Time Director should not exceed 5% of the net profits of the company and to all such executive Directors shall not exceed 10% of the net profits of the Company for that financial year.

However, since the Company's profit were inadequate for managerial remuneration, the remuneration of Whole Time Directors was approved in accordance with the provisions of Schedule V of the Companies Act, 2013, for the financial year 2025-26.

Further, pursuant to the provision of Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the



approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs. 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The proposed special resolutions, being approved in respect of resolutions set out at Item No. 6 of this Notice would also be in compliance with the requirements of SEBI Listing Regulation.

Based on the nomination & remuneration policy and recommendation of Nomination and Remuneration Committee and the Board, it is now proposed to seek members' approval for the remuneration payable to Mr. Liam Norman Timms, Whole Time Director.

The remuneration details are as below:

**Salary & Perquisites:**

1	Remuneration: Rs. 1,30,000/- per month w.e.f. April 01, 2025.
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.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 5 of the Notice.

Accordingly, the Board recommends the special Resolution set out in item no. 6 of the Notice for approval of the Members of the Company.

**ITEM NO. 7:**

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

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole Time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act. However, the total managerial remuneration to one Managing Director / Whole Time Director should not exceed 5% of the net profits of the company and to all such executive Directors shall not exceed 10% of the net profits of the Company for that financial year.

However, since the Company's profit were inadequate for managerial remuneration, the remuneration of Executive Directors were approved in accordance with the provisions of Schedule V of the Companies Act, 2013, for the financial year 2025-26.

Based on the nomination & remuneration policy and recommendation of Nomination and Remuneration Committee and the Board, it is now proposed to seek members' approval for the remuneration payable to Mr. Pradosh Dhanraj, Executive Director.

The remuneration details are as below:

**Salary & Perquisites:**

1	Remuneration: Rs. 69,000/- per month w.e.f. April 01, 2025.
2	Travel Allowance: Rs. 5,000/- 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.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 7 of the Notice.

Accordingly, the Board recommends the special Resolution set out in item no. 7 of the Notice for approval of the Members of the Company.

**Date: 09.07.2025**

**Place: Bengaluru**

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

**SD/-  
Rajiv Kumar Sharma  
(Company Secretary & Compliance Officer)**



## ANNEXURE – I

Additional Information as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard – 2 on General Meetings about Mr. Pradosh Dhanraj (DIN: 08424421) Director liable to retire by rotation and recommended for the re-appointment.

<b>Name of the Director</b>	Mr. Pradosh Dhanraj
<b>Age</b>	45 Years
<b>DIN</b>	08424421
<b>Category</b>	Executive & Non-Independent
<b>Date of first appointment on the Board</b>	20-04-2019
<b>Brief Resume and nature of expertise in specific functional areas</b>	Mr. Pradosh Dhanraj is a Bachelor of Science (B.Sc) graduate and having more than 12 Years of experience in business at leadership level with varied experience in different industry verticals.
<b>Terms &amp; conditions of re-appointment</b>	Appointed as an Executive Director of the Company for a period of 1 year liable to retire by rotation.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	NIL
<b>Number of Board Meetings attended during the year</b>	7
<b>Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies, Section 8 companies] as on March 31, 2025.</b>	Delfin International Ltd.
<b>Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on March 31, 2025.</b>	NIL
<b>Number of shares held by Mr. Pradosh Dhanraj in the Company as on March 31, 2025.</b>	5000 Equity Shares
<b>Details of remuneration sought to be paid and remuneration last drawn.</b>	<ul style="list-style-type: none"> <li>During the financial year 2024-25, remuneration of Rs. 7.86 Lakh was paid.</li> <li>The remuneration to be paid for financial year 2025-26, is Rs. 8.88 Lakh.</li> </ul>

## 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 MUFG Intime Private Limited in their web site : <https://in.mpms.muvg.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@in.mpms.muvg.com](mailto:rnt.helpdesk@in.mpms.muvg.com).

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 MUFG Intime Private Limited in their web site : <https://in.mpms.muvg.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@in.mpms.muvg.com](mailto:rnt.helpdesk@in.mpms.muvg.com).

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.muvg.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@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).

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

## **ANNEXURE - III**

### **Intimation on Tax Deduction on Dividend**

Pursuant to the Income Tax Act, 1961 ("Act"), as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the applicable rates at the time of making the payment of the said Final Dividend, if declared at the AGM.

The TDS rate may vary depending on the residential status of the shareholder and the documents submitted by the shareholders and accepted by the Company in accordance with the provisions of the Act. The TDS for various categories of shareholders along with required documents are summarized below:

**Table 1: Resident Shareholders**

<b>Particulars &amp; Category of shareholders</b>	<b>Rate of Tax Deduction</b>	<b>Exemption documents to be given</b>
<b>Resident Individuals</b>		
If total Dividend income to a resident individual shareholder in FY 2024-25 > Rs. 5,000	<ul style="list-style-type: none"> <li>- 10 % in case where PAN is provided/ available</li> <li>- 20%, in other cases where PAN is not provided /not available.</li> </ul>	Update the PAN if not already done with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – MUFG Intime India Private Limited (in case of shares held in physical mode).
Shareholders providing duly signed Form 15G (applicable to any person other than a Company or a Firm) /15H (applicable to an Individual above the age of 60 years) provided that all the prescribed eligibility conditions are met.	NIL	Form 15G/15H duly signed – The forms are available on the website of MUFG Intime India Private Limited.
If total Dividend income to a resident individual shareholder in FY 2023-24 < Rs. 5,000	NIL	-
<b>Resident - Other than Individuals</b>		
the Life Insurance Corporation of India established under the Life Insurance Corporation Act, 1956 (31 of 1956), in respect of any shares owned by it or in which it has full beneficial interest;	NIL	-

the General Insurance Corporation of India (hereafter in this proviso referred to as the Corporation) or to any of the four companies (hereafter in this proviso referred to as such company), formed by virtue of the schemes framed under sub-section (1) of section 16 of the General Insurance Business (Nationalisation) Act, 1972 (57 of 1972), in respect of any shares owned by the Corporation or such company or in which the Corporation or such company has full beneficial interest;	NIL	-
any other insurer in respect of any shares owned by it or in which it has full beneficial interest;	NIL	-
a "business trust", as defined in clause (13A) of section 2, by a special purpose vehicle referred to in the Explanation to clause (23FC) of section 10	NIL	-
any other person as may be notified by the Central Government in the Official Gazette in this behalf.	NIL	-
Others	<ul style="list-style-type: none"> <li>- 10 % in case where PAN is provided/ available</li> <li>- 20%, in other cases where PAN is not provided /not available.</li> </ul>	-

**Please Note that:**

- a. **Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP id-Client Id is mandatory. In absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.**
- b. **Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.**

## **DIRECTORS' REPORT**

Dear Members,

Your directors are pleased to present the **20<sup>th</sup> Annual Report** and the Company's Audited Accounts for the Financial Year ended **March 31, 2025**.

### **7. FINANCIAL RESULTS:**

(` in lakhs)

<b>Particulars</b>	<b>2024-2025</b>	<b>2023-2024</b>
Revenue from Operations	1055.31	971.77
Other Income	27.75	23.75
<b>Total Revenue</b>	<b>1083.07</b>	<b>995.52</b>
Less: Total Expenses	891.23	836.31
<b>Profit/(Loss) before tax</b>	<b>191.84</b>	<b>159.20</b>
Tax Expenses	48.79	42.87
<b>Profit after tax</b>	<b>143.05</b>	<b>116.33</b>
<b>Earning per equity share- Basic &amp; Diluted</b>	<b>10.92</b>	<b>8.88</b>

### **8. DIVIDEND:**

In terms of the provision of Regulation 43A of the Listing Regulations, the Board has approved the Dividend Distribution Policy in line with the requirements of the Listing Regulations and it is available on the website of the Company and can be accessed at <https://pecospub.com/wp-content/uploads/2016/01/Dividend-Distribution-Policy.pdf>

The Board of Directors decided to recommend final dividend of Rs. 3.50/- per share i.e 35% on shares of face value of Rs. 10 Each.

### **9. REVIEW OF OPERATIONS:**

During the year under review, Revenue from Operations of the Company was Rs. 1055.31 Lakhs as compared to Rs. 971.77 Lakhs in the corresponding previous year. The Company earned a profit of Rs. **143.05** lakhs as profit after tax of Rs. **116.33** lakhs in the previous year. The Company's reserve and surplus increased from Rs. 423.64 Lakhs to Rs. 527.39 Lakhs.

### **10. DEPOSITS:**

Your Company has not accepted any deposits within the meaning of section 73 of the Companies, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **11.SHARE CAPITAL:**

At present, the Company has only one class of shares – equity shares with face value of Rs. 10 each. The paid-up share capital of the Company is Rs. 130.98 Lakhs. Divided into 13,09,875 equity shares of Rs. 10/- each.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### **12.SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES:**

As on date the Company does not have any subsidiary, joint venture or associate company.

### **13.CHANGES IN NATURE OF BUSINESS:**

There is no significant change made in the nature of the company during the financial year.

### **14.PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Details of Loans, guarantees or Investments, if any, covered under the provision of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

### **15.DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:**

No such orders have been passed by the Regulators/ Courts or Tribunals which can impact the going concern status and company's operation in future.

### **16.DETAILS OF ENERGY TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

#### **(a) Conservation of Energy:**

The Company requires energy for the purpose of general lighting, adequate measures for the conservation of energy are being undertaken by the Company through the exercise of general checks and controls.

#### **(b) Research and Development:**

The company has made efforts to develop food preparation practices that minimize the use of energy

#### **(c) Technology Absorption, Adaption and Innovation:**

**(i) Efforts made:**

The company has implemented food preparation techniques of the highest standard and proper storage facility to control the wastage of raw materials and semi prepared food and also efforts are made to develop the process that reduce energy consumptions.

**(ii) Benefits derived as a result of above efforts:**

The above efforts resulted in client enjoying a better-quality product that is delivered to them quicker and also resulted in reduction of cost of production and enhancing higher margin.

**(d) Foreign Exchange Earnings and outgo:**

Your company does not have any foreign exchange earnings and outgo during the year under review.

**17. EXTRACTS OF ANNUAL RETURN:**

The extracts of Annual Return to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, in MGT-9 is attached herewith as **Annexure IV**.

**18. RISK MANAGEMENT:**

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. In the opinion of the Board there are no risks which would threaten the existence of the Company.

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board of Directors of your Company has varied executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Pradosh Dhanraj (DIN: 08424421) retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment.

As required under Section 203 of the Companies Act, 2013, the Company has Mr. Liam Norman Timms- Whole-Time Director, Mr. Pradosh Dhanraj- Executive Director,



Mr. Geenon John Lopes, Chief Financial Officer and Mr. Rajiv Kumar Sharma as Company Secretary under Key Managerial Personnel of the Company.

#### **14. DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, that he/she is/are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties and that they meet the criteria of independence as laid out in Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act, and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have undertaken requisite steps towards inclusion of their names in the data bank of Independent Directors maintained with The Indian Institute of Corporate Affairs.

#### **15. KEY MANAGERIAL PERSONNEL:**

Pursuant to the provision of Section 203 of the Act, the Key Managerial Personnel ('KMP') of the Company as on March 31, 2024 are:

<b>SL. NO.</b>	<b>NAME OF THE KMP</b>	<b>DESIGNATION</b>	<b>DATE OF APPOINTMENT</b>
1	Mr. Liam Norman Timms	Whole Time Director	25-03-2015
2	Mr. Geenon John Lopes	Chief Financial Officer	15-09-2023
3	Mr. Rajiv Kumar Sharma	Company Secretary	29-06-2019

#### **16. MEETING OF THE BOARD AND COMMITTEES OF THE BOARD:**

During the year under review, seven (7) Board Meetings were held. The intervening gap between the meetings were within the period prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

<b>SR.NO</b>	<b>Date on which board Meetings were held</b>
1	23-April -2024
2	21-May-2024
3	10-July-2024

4	24-October-2024
5	01-November-2024
6	08-January-2025
7	03-March-2025

The Committees of the Board usually meet whenever the need arises for transacting business. Details of composition of the Board and its Committees as well as details of Board and Committee meetings held during the year under review and Directors attending the same are given in the Corporate Governance Report forming part of this Annual Report.

## **17. DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement:

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31<sup>st</sup> March, 2025 and of the profit and loss of the company for that period;
- iii. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **18. CORPORATE SOCIAL RESPONSIBILITY:**

Since the Company's Net worth does not exceed Rs. 500 crores or the Company's turnover does not exceed Rs. 1000 crores or the Company's Net Profit does not exceed Rs. 5 Crores for any Financial Year, the provisions of section 135 of the Companies Act, 2013 are not applicable.

## **19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 188 of the Companies Act, 2013 is furnished in form AOC-2 is attached herewith as **Annexure V**.

## **20. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has a policy for prevention of sexual harassment at the workplace. In accordance with the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and rules made there under, the Company has constituted an Internal Compliant Committee (ICC) in Corporate Office. During the year, the ICC received no complaints from the Company. Details of this policy is available on the company's website at [www.pecospub.com](http://www.pecospub.com).

## **21. VIGIL MECHANISM POLICY**

Your Company has established a reputation for conducting business with integrity and has zero tolerance for any act /form of unethical behavior. In view of this, the Audit Committee of the Board oversees the functioning of this policy. Details of this policy is available on the company's website at [www.pecospub.com](http://www.pecospub.com)

## **22. AUDITORS:**

Pursuant to provisions of section 139 of the Companies Act, 2013 and the rules framed there under, M/s Phillipos & Co., Chartered Accountants were appointed as Statutory Auditors of the company at the Extraordinary General Meeting of the company held on 5<sup>th</sup> June 2020 subject to approval by the shareholders at the Annual General Meeting held on 3<sup>rd</sup> September, 2020 of the Company for a term of five consecutive years. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

The report of the Statutory Auditors forms part of the Annual Report 2024-25. The said report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors did not report any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

## 23. AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The Statutory auditors' report does not contain any qualifications, reservations or adverse remarks.

Report of the secretarial auditor is given as an **Annexure VI** which forms part of this report.

The observations of the secretarial auditors' report is as under:

- (a) *The Company has made a delay in submission of ESI challans with the statutory Authorities.*

**Response of the Board:** The Company always ensure to pay ESI within the prescribed due date. However, the payment to ESI for the month of June 2024, December 2024, and March 2025 was delayed due to technical glitch/server issue on the due date.

- (a) *"The **bar license for PECOS MOJO** contains misspelled name "**Picos Hotels and Pubs Limited**" instead of "**Pecos Hotels and Pubs Limited**".*

**Response of the Board:** The Company's name of "Pecos Hotels and Pubs Limited" is printed as "Picos Hotels and Pubs Limited" on the bar license of Pecos Mojo issued by the department of Excise, Government of Karnataka. This is a typographical error and typically entered by the license issuing authority. The company is in the process of rectifying the typographical error existing in the bar license certificate.

- (b) *"The **bar license for PECOS STONES** incorrectly mentions the license holder as the **Managing Director** of Pecos Hotels and Pubs Limited."*

**Response of the Board:** It is mentioned as "Managing Director" on the bar license certificate of Pecos Stones issued by the department of Excise, Government of Karnataka. This is a typographical error and typically entered by the license issuing authority. The company is in the process of rectifying the error existing in the bar license certificate.

## 24. CORPORATE GOVERNANCE

The Company has taken adequate steps to adhere to all the stipulations laid down under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance included as a part of this Annual Report is given in **Annexure-VII**.

## **25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis for the year under review as stipulated under Regulation 34 of the Listing Regulations is presented in a separate section as an **Annexure VIII** which forms part of the Annual Report.

## **26. INTERNAL FINANCIAL CONTROLS:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in operation was observed.

## **27. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

All new Independent Directors (IDs) at the time of appointment are issued a letter of appointment explaining their role, duties and responsibilities as IDs of the Company. The Senior Management team make presentations to the new and existing IDs, giving an overview of the industry, its markets, operations, and all other Key Business factors. A policy on familiarization programme for IDs has been adopted by the Company, the details of which are available on the website of the Company at <https://pecospub.com/wp-content/uploads/2024/01/FAMILIARIZATION%20PROGRAMME%20FOR%20INDEPENDENT%20DIRECTORS.pdf>

## **28. BOARD EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors, pursuant to the provisions of the Act and SEBI Listing Regulations. During the process, the Board sought feedback from Directors on various aspects of governance and performance which includes Board structure and composition, frequency of Board Meetings, participation in the long-term strategic planning, contribution to and monitoring of corporate governance practices and the fulfilment of Directors' obligation and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. The above aspects are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Chairman of the Board had one-on-one meetings with each Independent Director ('ID') and the Chairman of Nomination and Remuneration Committee ('NRC') had one-on-one meetings with each Executive and Non-Executive, Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/Committee processes. The NRC reviewed the performance of individual Directors, the Board and its Committees. The Board considered and discussed the inputs received from the Directors.

Further, the Independent Directors at their meeting reviewed the performance of Non-Independent Directors, the Board as a whole and Chairman of the Board, after considering the views of Executive and other Non-Executive Directors.

## 29. USE OF PROCEEDS:

The proceeds from the Issue of the Company stated in the Prospectus/ Offer Document has been fully utilized for the purpose for which they were raised and there is no deviation in the utilization of proceeds.

## 30. DISCLOSURES PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER / PARTICULAR OF EMPLOYEES:

The information required under section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year:**

Name of the Directors	Ratio to median remuneration
<b>Executive Directors</b>	
Mr. Liam Norman Timms	4.86:1
Mr. Pradosh Dhanraj	2.70:1

For this purpose, sitting fees paid to the directors has not been considered as Remuneration.

- b. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:**

Name	Designation	% Increase/(Decrease)
Mr. Liam Norman Timms	Whole-time Director	9.26%
Mr. Pradosh Dhanraj	Executive Director	10.03%

Mr. Geenon John Lopes	Chief Financial Officer	14.12%
Mr. Rajiv Kumar Sharma	Company Secretary	6.42%

- c. **The percentage increase in the median remuneration of employees in the financial year: 7.06 %**
- d. **The number of permanent employees on the rolls of company: 28**
- e. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

During the FY 2024-25, the average percentage increase / (decrease) in salary of the Company's employees, excluding the Key Managerial Personnel ('KMP') was 27 %. The total remuneration of KMPs for FY 2024-25 was ` 27.19 lakh as against ` 24.83 lakh during the previous year, an increase of 9 %.

- f. **The key parameters for any variable component of remuneration availed by the directors:** Not Applicable
- g. **Affirmation that the remuneration is as per the remuneration policy of the company:**

The Company affirms remuneration is as per the remuneration policy of the Company.

### **31. Transfer of unclaimed Dividend(s)/ Shares to Investor Education and Protection Fund**

During the FY 2024-25, there was no unpaid/ unclaimed dividend pertaining to FY 2016-17 to be transferred to the Investors Education and Protection Fund ('IEPF') Account established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the shares on which dividend remains unpaid / unclaimed for seven consecutive years or more shall be transferred to the Investor's Education and Protection Fund ('IEPF') after giving due notices to the concerned shareholders, which is not applicable to the Company during the year.

Details of unpaid dividend is as under:

Particulars	No. of Shareholders	Amount (Rs.)	Required to be transferred to IEPF if not claimed (Date)
Unpaid Dividend- FY 2023-24	1	2,376	FY 2031-32

### **32. Unclaimed securities demat suspense account**

There were no unclaimed securities to be kept in the demat suspense account.

### **33. Reporting of fraud:**

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

### **34. Secretarial Standards:**

The Company has devised proper systems and processes to ensure compliance with the provisions of all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

### **35. ACKNOWLEDGEMENT:**

The Board of Directors gratefully acknowledges the assistance and co-operation received from the Banks and all statutory and non-statutory agencies for their cooperation. The Board of Directors also wish to place on record their gratitude and appreciation to the members for their trust and confidence shown in the Company.

The Board of Directors would like to especially thank all the employees of the Company for their dedication and loyalty.

**For and on behalf of the Board**

**Date: 09.07.2025**

**Place: Bengaluru**

**SD/-**

**Liam Norman Timms**

**Whole Time Director**

**(DIN: 06453032)**



## ANNEXURE IV

### Form No.MGT-9

### EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014

#### I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L55101KA2005PLC035603
ii.	Registration Date	14/02/2005
iii.	Name of the Company	PECOS HOTELS AND PUBS LIMITED
iv.	Category/Sub-Category of the Company	Company limited by shares Indian Non-Government Company
v.	Address of the Registered of office and contact details	# 34, Rest House Road, Bangalore, Karnataka- 560001
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	MUFG Intime Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Meal serving services with full restaurant services	99633101	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
NOT APPLICABLE					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e., 01.04.2024				No. of Shares held at the end of the year i.e., 31.03.2025				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	840997	0	840997	64.2044	840997	0	840997	64.2044	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	70875	0	70875	5.4108	70875	0	70875	5.4108	0
e) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub- total (A)(1)</b>	<b>911872</b>	<b>0</b>	<b>911872</b>	<b>69.6152</b>	<b>911872</b>	<b>0</b>	<b>911872</b>	<b>69.6152</b>	<b>0</b>
<b>2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>911872</b>	<b>0</b>	<b>911872</b>	<b>69.6152</b>	<b>911872</b>	<b>0</b>	<b>911872</b>	<b>69.6152</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance	0	0	0	0	0	0	0	0	0

Companies									
Category of Shareholders	No. of Shares held at the beginning of the year i.e., 01.04.2024				No. of Shares held at the end of the year i.e., 31.03.2025				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non Institutions</b>									
a) Bodies Corporate	17000	0	17000	1.2978	4500	0	4500	0.3435	-0.9543
b) Individuals:									
(i) Individual shareholders holding nominal share capital upto ` 1 lakh	121003	0	121003	9.2378	161003	0	161003	12.2915	3.0537
(ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	200000	0	200000	15.2686	187000	0	187000	14.2762	-0.9924
c) Others (Specify)	0	0	0	0	0	0	0	0	0
(i) HUF	54000	0	54000	4.1225	38000	0	38000	2.9010	-1.2215
(ii) Clearing Member	0	0	0	0	0	0	0	0	0
(iii) Non Resident Indians	1000	0	1000	0.0763	7500	0	7500	0.5726	0.4963
(iv) Directors and their relatives (excluding Independent Directors and nominee Directors)	5000	0	5000	0.3817	0	0	0	0	-0.3817
<b>Sub-total (B)(2)</b>	<b>398003</b>	<b>0</b>	<b>398003</b>	<b>30.3848</b>	<b>398003</b>	<b>0</b>	<b>398003</b>	<b>30.3848</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>398003</b>	<b>0</b>	<b>398003</b>	<b>30.3848</b>	<b>398003</b>	<b>0</b>	<b>398003</b>	<b>30.3848</b>	<b>0</b>
<b>TOTAL (A) + (B)</b>	<b>1309875</b>	<b>0</b>	<b>1309875</b>	<b>100.00</b>	<b>1309875</b>	<b>0</b>	<b>1309875</b>	<b>100.00</b>	<b>0.0000</b>
<b>C. Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>1309875</b>	<b>0</b>	<b>1309875</b>	<b>100.00</b>	<b>1309875</b>	<b>0</b>	<b>1309875</b>	<b>100.00</b>	<b>0</b>
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**ii) Shareholding of Promoters (including Promoter Group)**

S. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2024			Shareholding at the end of the year 31.03.2025			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Collin Richard Timms	464995	35.4992	0	464995	35.4992	0	0.0000
2.	Olinda Timms	315000	24.0481	0	315000	24.0481	0	0.0000
3.	Delfin International Limited	70875	5.4108	0	70875	5.4108	0	0.0000
4.	Liam Timms	61002	4.6571	0	61002	4.6571	0	0.0000
<b>Total</b>		<b>911872</b>	<b>69.6152</b>	<b>0</b>	<b>911872</b>	<b>69.6152</b>	<b>0</b>	<b>0.0000</b>

**iii) Change in Promoters' (including Promoter Group) Shareholding (please specify, if there is no change)**

Sl. No.	particulars	Date	Reason	No. of Shares	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Collin Richard Timms							
	At the beginning of the year				464995	35.4992	464995	35.4992
	Increase/(Decrease) in Share holding during the year:				-	-	-	-
	At the End of the year				464995	35.4992	464995	35.4992
2	Olinda Timms							
	At the beginning of the year				315000	24.0481	315000	24.0481

Sl. No.	particulars	Date	Reason	No. of Shares	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Increase/(Decrease) in Share holding during the year:				-	-	-	-
	At the End of the year				315000	24.0481	315000	24.0481
3	Delfin International Ltd.							
	At the beginning of the year				70875	5.4108	70875	5.4108
	Increase/(Decrease) in Share holding during the year:				-	-	-	-
	At the End of the year				70875	5.4108	70875	5.4108
4	Liam Norman Timms							
	At the beginning of the year				61002	4.6571	61002	4.6571
	Increase/(Decrease) in Share holding during the year:				-	-	-	-
	At the End of the year				61002	4.6571	61002	4.6571

**iv) Shareholding Pattern of top ten Shareholders:**  
**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name of Shareholder	Particulars	Date	Reason	Shareholding		Cumulative shareholding during the year	
					No. of Shares	% of total shares	No. of Shares	% of total shares
1	VISHNU PRABHA RAJENDRAN	At the beginning of the year	01.04.2024	-	21000	1.6032	21000	1.6032

		Changes during the year	19.04.2024	PURCHASE	4000	0.3054	25000	1.9086
			14.06.2024	PURCHASE	3000	0.2290	28000	2.1376
			09.08.2024	PURCHASE	9000	0.6871	37000	2.8247
			16.08.2024	PURCHASE	2000	0.1527	39000	2.9774
			23.08.2024	PURCHASE	6000	0.4580	45000	3.4354
			21.03.2025	PURCHASE	500	0.0382	45500	3.4736
			28.03.2025	PURCHASE	500	0.0382	46000	3.5118
		At the end of the year	31.03.2025	-	-	-	46000	3.5118
2	MEHAR ZARIWALA	At the beginning of the year	01.04.2024		39000	2.9774	39000	2.9774
		Changes during the year	-	-	-	-	-	-
		At the end of the year	31.03.2025		39000	2.9774	39000	2.9774
3	PALASH TYAGI	At the beginning of the year	01.04.2024	-	30000	2.2903	30000	2.2903
		Changes during the year	-	-	-	-	-	-
		At the end	31.03.2025	-	30000	2.2903	30000	2.2903

		of the year						
4	DIPAK SEN	At the beginning of the year	01.04.2024	-	27000	2.0613	27000	2.0613
		Changes during the year	-	-	-	-	-	-
		At the end of the year	31.03.2025	-	27000	2.0613	27000	2.0613
5	SATYA PRAKASH MITTAL (HUF)	At the beginning of the year	01.04.2024	-	36000	2.7484	36000	2.7484
		Changes during the year	19.04.2024	SALE	(5000)	(0.3818)	31000	2.3666
			03.05.2024	PURCHASE	1000	0.0764	32000	2.4430
			17.05.2024	PURCHASE	1000	0.0763	33000	2.5193
			26.07.2024	SALE	(8000)	(0.6107)	25000	1.9086
			06.09.2024	SALE	(1000)	(0.0764)	24000	1.8322
			13.09.2024	SALE	(2000)	(0.1527)	22000	1.6795
		At the end of the year	31.03.2025	-	-	-	22000	1.6795
6	SHANTHA RAO	At the beginning of the year	01.04.2024	-	31000	2.3666	31000	2.3666
		Changes during the year	28.06.2024	SALE	(6000)	(0.458)	25000	1.9086
			13.09.2024	SALE	(1000)	(0.0764)	24000	1.8322
			20.09.2024	SALE	(1000)	(0.0764)	23000	1.7559
			25.10.2024	SALE	(1000)	(0.0764)	22000	1.6795
			01.11.2024	SALE	(1000)	(0.0764)	21000	1.6032
			08.11.2024	SALE	(1000)	(0.0764)	20000	1.5269
		At the end of the year	31.03.2025	-	-	-	20000	1.5269

		year						
7	SANTOSH KUMAR AGARWAL	At the beginning of the year	01.04.2024	-	15000	1.1451	15000	1.1451
		Changes during the year	-	-	-	-	-	-
		At the end of the year	31.03.2025	-	15000	1.1451	15000	1.1451
8	VISHAL PALIWAL	At the beginning of the year	01.04.2024	-	14000	1.0688	14000	1.0688
		Changes during the year	-	-	-	-	-	-
		At the end of the year	31.03.2025	-	14000	1.0688	14000	1.0688
		At the beginning of the year			14000	1.0688	14000	1.0688
9	MANJU GAGGAR	At the beginning of the year	01.04.2024	-				
		Changes during the year	-	-	-	-	-	-
		At the end of the year	31.03.2025	-	14000	1.0688	14000	1.0688
10	THIRUMALAI VENKATESAN	At the beginning of the year	01.04.2024	-	12000	0.9161	12000	0.9161
		Changes during the year	28.06.2024	SALE	(2000)	(0.1527)	10000	0.7634
			08.11.2024	SALE	(2000)	(0.1527)	8000	0.6107



					(500)	(0.0381)	7500	0.5726
			28.03.2025	SALE				
		At the end of the year	31.03.2025	-	-	-	7500	0.5726

\*Shareholding is consolidated based on Permanent Account Number (PAN) of the Shareholder.

#### **V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

S. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Liam Norman Timms	61002	4.6571	61002	4.6571
2.	Mr. Pradosh Dhanraj	5000	0.3817	5000	0.3817
3.	Mr. Koilpillai Joseph Davaraj	1000	0.0763	1000	0.0763

#### **VI. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	0	0	0	0
- Reduction	0	0	0	0
<b>Net Change</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in lakhs)

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Mr. Liam Norman Timms Whole-time Director	Pradosh Dhanraj	
	Gross salary			
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14.16	7.44	21.60
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - others, specify	0	0	0
5.	Others, please specify	0	0.42	0.42
6.	Total (A)	14.16	7.86	22.02

### B. Remuneration to directors:(Sitting Fees)

S. No.	Particulars of Remuneration	Director						Total Amount
		Lloyd John Pereira	Nina Nay ar	Koi lpil lai Jos eph Da var aj	Usha sekar	Sha nth i Kir an Bul la	Ravi Hansdak	
1.	<u>Independent Directors</u>							
	•Fee for attending board committee meetings	48,000	34,000	48,000	4,000	4,000	4,000	142,000
	•Commission	-	-	-			-	-
	•Others, please specify	-	-	-			-	-
	<b>Total (1)</b>	48,000	34,000	48,000	4,000	4,000	4,000	142,000
2.	<u>Other Non-Executive Directors</u>							

	•Fee for attending board committee meetings	-	-	-	-
	•Commission	-	-	-	-
	•Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
3.	<u>Other Executive Directors</u>	Liam Norman Timms	Pra dos h Dh anr aj	-	-
		21,000	14,000	-	35,000
	<b>Total (B)=(1+2+3)</b>				
	<b>Total Managerial Remuneration/Sitting Fees</b>	-	-	-	1,77,000

**C. Remuneration to Key Managerial Personnel Other than MD / Manager/ WTD:**

(in lakhs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	Chief Financial Officer	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act,1961	7.18	5.85	13.03
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission	0	0	0
	- as % of profit	0	0	0
	-others, specify...	0	0	0
5.	Others, specify	0	0	0
	<b>Total</b>	7.18	5.85	<b>13.03</b>

## VIII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
-	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## ANNEXURE V

### FORM AOC - 2

**(Pursuant to clause (h) of sub section 3 of section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis –  
Not Applicable
2. Details of material contracts or arrangements or transactions at arm's length basis.

#### (a)

Name of the Related Parties	Mr. Collin Richard Timms & Mrs. Olinda Timms
Nature of Relationship	Relatives of Director, Mr. Liam Norman Timms
Nature of contracts/ arrangements/ transactions	Leasing of Property
Duration of contracts/ arrangements/ transactions	11 months from March 01, 2025
Salient terms of contract/ arrangements/ transactions including the value, if any.	Not Applicable
Value of contracts/ arrangements/ transactions	Rs. 1,87,170 pm
Date of approval by Board	-

#### (b)

Name of the Related Parties	M/s. GSK Enterprises Private Limited
Nature of Relationship	Mr. Liam Norman Timms is a director in M/s Pecos Hotels and Pubs Limited and M/s GSK Enterprises Private Limited
Nature of contracts/ arrangements/ transactions	Leasing of Property
Duration of contracts/ arrangements/ transactions	11 months from November 01, 2024

Salient terms of contract/ arrangements/ transactions including the value, if any.	Not Applicable
Value of contracts/ arrangements/ transactions	Rs. 1,05,930 pm
Date of approval by Board	-

**FORM MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2025.**

***[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]***

To,

The Members,

**PECOS HOTELS AND PUBS LIMITED**

No 34 Rest House Road,  
Bangalore KA 560001 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PECOS HOTELS AND PUBS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my verification of the **PECOS HOTELS AND PUBS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **PECOS HOTELS AND PUBS LIMITED** ("The Company") for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(v). Other laws applicable specifically to the Company, namely

- (a) Prevention of Sexual Harassment Act, 2013
- (b) Food Safety and Standards Act, 2006, rules and regulations thereunder to the extent applicable;
- (c) Karnataka Shops and Commercial Establishments Act. 1961 to the extent applicable;
- (d) Karnataka Municipal Corporation Act, 1976 to the extent applicable;

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I report that, during the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above.

**I further report that,** there were no events / actions in pursuance of:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
- f) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, as applicable;

requiring compliance thereof by the Company during the audit period.

**I further report that**, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

**I further report that**,

- (b) The Company has made a delay in submission of ESI challans with the statutory Authorities.*
- (c) The **bar license for PECOS MOJO** contains misspelled name “**Picos Hotels and Pubs Limited**” instead of “**Pecos Hotels and Pubs Limited**”.*
- (d) The **bar license for PECOS STONES** incorrectly mentions the license holder as the **Managing Director** of Pecos Hotels and Pubs Limited.*

**I further report that**

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors during the period under review, which were carried out in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the review period, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place.

**SD/-**  
**PRAMIL DEV**  
**Membership No. A26632**  
**CP. No. 9821**  
**UDIN: A026632G000736902**

**Place: Bangalore**  
**Date: 08.07.2025**

To,

The Members,

**PECOS HOTELS AND PUBS LIMITED**

No 34 Rest House Road,  
Bangalore KA 560001 IN

Our Secretarial Audit Report for the financial year 2024-25 is to read along with this letter.

**Management Responsibility**

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

- 1 Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- 2 We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- 3 Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

## **Disclaimer**

1. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**SD/-**  
**PRAMIL DEV**  
**Membership No. A26632**  
**CP. No. 9821**  
**UDIN: A026632G000736902**

**Place: Bangalore**  
**Date: 08.07.2025**

## ANNEXURE VII

### **CORPORATE GOVERNANCE REPORT**

On September 2, 2015, The Securities and Exchange Board of India (SEBI) had notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 replacing the erstwhile Listing Agreement, effective from December 1, 2015. The new Listing Agreement is aimed at consolidating and streamlining the provisions of existing listing agreements for different segment of the capital markets.

#### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. The Company has been diligently developing best practices to ensure its responsibility to the stakeholders.

The Company believes that good corporate governance practices help to enhance performance and valuation of the Company. The Company also respects the right of its shareholders to information on the performance of the Company and considers itself as trustee of its shareholders.

#### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF CORPORATE DISCLOSURE PRACTICES:**

Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted, the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ('Insider Trading Code'). The Insider Trading Code was last amended by the Board of Directors of the Company on 10th July, 2024 in order to be in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. All Directors, employees and other designated persons, who could have access to unpublished price sensitive information of the Company are governed by this Insider Trading Code. Mr. Rajiv Kumar Sharma, Company Secretary, is the 'Compliance Officer' in terms of this Insider Trading Code.

#### **I. BOARD OF DIRECTORS**

The Board of Directors ('Board') is at the core of our corporate governance practices which oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and Independent Board is necessary to ensure the highest standards of corporate governance.

• **Composition of Board of Directors:**

The Company's policy is to have an appropriate mix of Executive Directors ('EDs'), Non-Executive Directors ('NEDs') and Independent Directors ('IDs') to maintain the Board's independence and separate its functions of governance and management. As on March 31, 2025, the Board of Directors ('Board') of the Company comprised of five (5) members, two (2) of them is an ED, and three (3) are IDs, including one (1) Women Director. The profiles of Directors and Committee membership positions are available on the website of the Company.

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and Section 152 of the Act. During the year under review, none of the Directors serves as Director in more than ten public companies or as Director / IDs in more than seven listed entities and neither the ED serves as ID on any listed company as on date of the report. Further, none of our IDs serve as Non-Independent Director of any Company on the Board of which any of our Non-Independent Director is an ID.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with Rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the Management. Further, the IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors Databank maintained with The Indian Institute of Corporate Affairs.

As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at [https://pecospub.com/wp-content/uploads/2017/09/terms\\_conditions\\_independent\\_director.pdf](https://pecospub.com/wp-content/uploads/2017/09/terms_conditions_independent_director.pdf)

During FY 2024-25, none of our Directors acted as Member in more than ten (10) committees or as Chairperson in more than five (5) committees across all listed entities where they serve as a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations. Further, there are no inter-se relationships between our Board Members.

### Changes to Board during FY 2024-25:

Mr. Shanthi Kiran Bulla, Mr. Ravi Hansdak and Mrs. Usha Sekar have been appointed as Non-Executive, Non-Independent Directors of the Company effective March 03, 2025. Mr. Koilpillai Joseph Davaraj, Mr. Lloyd John Pereira and Mrs. Nina Nayar have retired from their directorship.

The Composition of Board of Directors is as follows:

S. No.	Name of Director	Category
2.	Mr. Liam Norman Timms	Whole-time Director
4.	Mr. Pradosh Dhanraj	Executive Director
6.	Mrs. Usha Sekar	Non-Executive Independent Director
7.	Mr. Shanthi Kiran Bulla	Non-Executive Independent Director
8.	Mr. Ravi Hansdak	Non-Executive Independent Director

### Key Board Qualifications, Expertise and Attributes:

The Members of the Board are committed to ensure that the Board is in compliance with the highest standards of Corporate Governance. The table below summarizes the key skills, expertise, competencies and attributes which are taken into consideration by the Nomination and Remuneration Committee ('NRC') while recommending appointment of Directors to the Board.

**Table: Director skills, expertise, competencies and attributes desirable in Company's business and sector in which it functions:**

Name of Director	Areas of Skills/ Expertise/ Competence					
	Leadership	Strategy and Planning	Finance	Business	Operations	Governance
Mr. Liam Timms	✓	✓	✓	✓	✓	✓
Mr. Pradosh Dhanraj	✓	✓	✓	✓	✓	✓
Mr. Shanthi Kiran Bulla	✓	✓	✓	✓	✓	✓
Mr. Ravi Hansdak	✓	✓	✓	✓	✓	✓
Mrs. Usha Sekar	✓	✓	✓	✓	✓	✓

• **Number of Board Meetings in the year:**

The Board of Directors met seven times during the financial year 2024-25. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The dates of the Board meetings held are as follows:

Sr. No.	Date on which Board Meetings were held
1.	23-April -2024
2.	21-May-2023
3.	10-July-2024
4.	24-October-2024
5.	01-November-2024
6.	08-January-2025
7.	03-March-2025

• **Attendance of Directors at Board meetings held in the previous year is as follows:**

S. No.	Name of Director	Category of Director	No. of Board Meetings Attended	Attendance at the Last AGM	No. of Directorships in other Public Companies	No. of Committee/ Membership in which he/she is a Member or Chairperson
1.	Mr. Liam Norman Timms	Whole-time Director	7	YES	1	2
2.	Mr. Pradosh Dhanraj	Executive Director	7	YES	1	None
3.	Ms. Nina Nayar	Independent Director	7	NO	1	2
4.	Mr. Koilpillai Joseph Davaraj	Independent Director	7	YES	None	3
5.	Mr. Lloyd John Pereira	Independent Director	7	YES	1	3
6.	Mr. Shanthi Kiran Bulla	Independent Director	1	NO	None	3
7.	Mr. Ravi Hansdak	Independent Director	1	NO	None	3
8.	Mrs. Usha Sekar	Independent Director	1	NO	None	2



• **Disclosure of relationship between Directors:**

None of the directors are related to each other.

• **Shares held by Non- executive Directors as on 31<sup>st</sup> March, 2025:**

S. No.	Name of Director	No. of Shares held
NIL		

• **Independent Directors Meeting:**

In Compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; the Independent Directors Meeting of the Company was held on 05<sup>th</sup> February, 2025.

## II. AUDIT COMMITTEE

The Board of Directors of the Company has constituted an Audit Committee consisting of three Directors, out of which two are Non – Executive Independent Directors.

• **No. of Meetings held:**

During the year Six Audit Committee meetings were held i.e., on 01.04.2024, 21.05.2024, 10.07.2024, 24.10.2024, 10.02.2025 and 01.03.2025.

• **Composition of Audit Committee:**

S. No.	Name	Designation	Position in Committee	No. of Meetings Attended
1.	Mr. Lloyd John Pereira (Retired)	Non – Executive Independent Director	Chairman	6
2.	Mr. Liam Norman Timms	Whole-Time Director	Member	6
3.	Mr. Koilpillai Joseph Davaraj (Retired)	Non – Executive Independent Director	Member	6
4.	Mr. Ravi Hansdak (W.e.f. 25.03.2025)	Non – Executive Independent Director	Chairman	None
5.	Mr. Shanthi Kiran Bulla (W.e.f. 25.03.2025)	Non – Executive Independent Director	Member	None

The Company Secretary acts as the Secretary of the Committee.

**• Role of the Audit Committee:**

- 1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;

- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- 21) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 22) Review and monitor the auditor's independence and performance and effectiveness of audit process;
- 23) Examination of the financial statement and the auditors' report thereon;
- 24) Approval or any subsequent modification of transactions of the company with related parties;
- 25) Scrutiny of inter-corporate loans and investments;
- 26) Valuation of undertakings or assets of the company, wherever it is necessary;

27) Evaluation of internal financial controls and risk management systems;

28) Monitoring the end use of funds raised through public offers and related matters;

29) The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company;

30) The Audit Committee shall have authority to investigate into any matter in relation to the items specified (as mentioned at S.No. 21 to 28 above) or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company;

31) The auditors of a company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote;

32) The Audit Committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the company. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee; and

33) Resolve any disagreements between management and the auditor regarding financial reporting.

### **III. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Board of Directors of the Company has constituted Stakeholders Relationship Committee consisting of three Directors, two of whom are Non-Executive Independent Directors.

#### **• Number of Meetings held:**

During the year one Stakeholders Relationship Committee meetings was held i.e., on 15.01.2025.

#### **Composition of Shareholders Relationship Committee:**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Position in Committee</b>	<b>No. of Meetings Attended</b>
1.	Mr. Koilpillai Joseph Davaraj (Retired)	Non – Executive Independent Director	Chairman	1
2.	Mr. Lloyd John Pereira (Retired)	Non – Executive Independent Director	Member	1

3.	Mr. Liam Norman Timms	Whole-time Director	Member	1
4.	Mr. Shanthi Kiran Bulla (W.e.f 25.03.2025)	Non – Executive Independent Director	Chairman	None
5.	Mr. Ravi Hansdak (W.e.f. 25.03.2025)	Non – Executive Independent Director	Member	None

The Company Secretary shall act as a Secretary to the Stakeholders Relationship Committee.

• **Terms of reference:**

1. Redressal of shareholders'/investors 'complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the Listing Agreement.

• **Name, Designation and Address of Compliance Officer:**

Mr. Rajiv Kumar Sharma  
Company Secretary and Compliance Officer  
No. 139, 2<sup>nd</sup> Floor,  
Guardian House (Gurumurthy Bhavan)  
Infantry Road,  
Bengaluru – 560001  
Telephone: (080) 25580971

• **Details of Investors Complaints:**

During the year no complaints were received from investors, which were not replied/ resolved to the satisfaction of the investors and none of the complaints is pending as on date.

There was no request for Share Transfer and Dematerialization pending as on March 31, 2025.

#### **IV. NOMINATION AND REMUNERATION COMMITTEE**

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee consisting of three Directors, all of whom are Non-Executive- Independent Directors.

• **No. of Meeting held during the year:**

During the year three Nomination and Remuneration Committee was held on 15.04.2024, 06.01.2025 & 03.03.2025.

• **Composition of Nomination and Remuneration Committee:**

S. No.	Name	Designation	Position in Committee	No. of Meetings Attended
1.	Ms. Nina Nayar (Retired)	Non – Executive Independent Director	Chairman	3
2.	Mr. Koilpillai Joseph Davaraj (Retired)	Non – Executive Independent Director	Member	3
3.	Mr. Lloyd John Pereira (Retired)	Non – Executive Independent Director	Member	3
4.	Mrs. Usha Sekar (W.e.f. 25.03.2025)	Non – Executive Independent Director	Chairman	None
5.	Mr. Shanthi Kiran Bulla (W.e.f. 25.03.2025)	Non – Executive Independent Director	Member	None
6.	Mr. Ravi Hansdak (W.e.f. 25.03.2025)	Non – Executive Independent Director	Member	None

The Company Secretary shall act as a Secretary to the Nomination and Remuneration Committee.

• **Terms of Reference:**

1. The Committee to identify the persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,
2. Recommend to the Board their appointment and removal,
3. Carry out evaluation of every director's performance.
4. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
5. Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
7. To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses,

perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);

8. To be authorized at its duly constituted meeting to determine on behalf the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/Executive Directors, including pension rights and any compensation payment;
9. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

• **Details of Remuneration to Directors during the year 2024-25:**

<b>Name of Director</b>	<b>Yearly Remuneration (Rs. in Lakhs)</b>
Mr. Liam Norman Timms	14.16
Mr. Pradosh Dhanraj	7.86
<b>Total</b>	<b>22.02</b>

**V. GENERAL BODY MEETINGS:**

• **Annual General Meeting ("AGM"):**

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2013-14	29 <sup>th</sup> September, 2014	12:00 P.M.	No. 189/1, 1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> and 4 <sup>th</sup> Floor, Brigade Road, Bengaluru, Karnataka - 560001
2014-15	7 <sup>th</sup> August, 2015	11:30 A.M.	
2015-16	24 <sup>th</sup> September, 2016	11.A.M.	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001
2016-17	30 <sup>th</sup> September, 2017	11A.M	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001
2017-18	24 <sup>th</sup> September, 2018	11:00 A.M.	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001
2018-19	29 <sup>th</sup> July, 2019	11:00 A.M.	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan),

			Infantry Road, Bengaluru - 560001
2019-20	3 <sup>rd</sup> September, 2020	11:00 A.M.	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001
2020-21	3 <sup>rd</sup> September, 2021	11:00 A.M.	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001
2021-22	27 <sup>th</sup> September, 2022	11:00 A.M.	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001
2022-23	18 <sup>th</sup> July, 2023	11:00 A.M.	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001
2023-24	6 <sup>th</sup> August, 2024	11:00 A.M.	At No. 139, 2 <sup>nd</sup> Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001

• **Extra Ordinary General Meeting (“EGM”):**

One (1) extraordinary General Meeting of the Members was held on 25.03.2025 during FY 2024-25.

• **Special Resolution:**

There are three special resolutions were passed by the Company in previous Three AGMs/EGM.

Special Resolutions	i) Revision in the remuneration of Mr. Liam Norman Timms (DIN: 06453032), Whole Time Director of the Company. (Special Resolution)-AGM
	ii) Revision in the remuneration of Mr. Pradosh Dhanraj (DIN: 08424421), Director of the Company. (Special Resolution)-AGM
	iii ) Appointment of Mr. Shanthi Kiran Bulla (DIN: 02049462) as Non-Executive Independent Director of the Company (Special Resolution)-EGM
	Iv ) Appointment of Mr. Ravi Hansdak (DIN: 10921223) as Non-



	Executive Independent Director of the Company (Special Resolution)-EGM
	V ) Appointment of Mrs. Usha Sekar (DIN: 10869508) as Non-Executive Independent Director of the Company (Special Resolution)-EGM

- **Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern.**

During the year under review, no special resolution has been passed through the exercise of postal ballot.

- **Details of special resolution proposed to be conducted through postal ballot:**

No special resolution is proposed to be conducted through postal ballot at the AGM to be held on August 06, 2025.

## **VI. MEANS OF COMMUNICATION:**

Financials, Shareholding Pattern, Notices and other information is regularly been updated on the website of the Company i.e. [www.pecospub.com](http://www.pecospub.com) and also on the BSE SME website.

Shareholders who are eligible to receive Notice of Annual General Meeting and Annual report is been provided with the same through electronic means (E-mail) and those whose E-mail is not registered are being provided physical copy.

## **VII. GENERAL SHAREHOLDER INFORMATION:**

- **Annual General Meeting for the Financial Year 2024-25:**

Date : 06<sup>th</sup> August, 2025  
Day : Wednesday  
Time : 11:00 A.M.  
Venue : #139, 2<sup>nd</sup> Floor,  
Guardian House (Gurumurthy Bhavan),  
Infantry Road,  
Bengaluru – 560001

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given in the **Annexure I** to the Notice of the AGM to be held on August 06, 2025.

• **Financial Year:**

The Financial year of the company is for period of 12 months from 1<sup>st</sup> April to 31<sup>st</sup> March. The financial result of the company will be declared as per the following schedule:

<b>Particulars</b>	<b>Tentative schedule</b>
Half yearly unaudited Results	Within 45 days from 30 <sup>th</sup> September, of the said FY
Annual audited Result	Within 60 days from 31 <sup>st</sup> March of the said FY

• **Dividend Payment:**

The Board of Directors of the company has recommended a dividend of Rs. 3.5 per share of Rs. 10 each fully paid up on Equity Shares for the financial year ended on 31<sup>st</sup> March, 2025.

• **Listing on Stock Exchange:**

The Company got listed on Bombay Stock Exchange SME platform, w.e.f. 11<sup>th</sup> August, 2015.

Scrip Code and Name: 539273 – PECOS

The Listing fee for the year 2024 –25 has been paid by the Company to BSE.

• **Market Price Data of Each Month:**

<b>Month</b>	<b>High</b>	<b>Low</b>	<b>Volume</b>
April-2024	114.95	107.50	13,000
May-2024	149.50	111.90	49,000
June-2024	176.00	121.35	44,000
July-2024	401.00	184.80	81,000
August-2024	355.85	285.95	51,000
September-2024	434.95	355.85	19,000
October-2024	342.10	284.95	13,000
November-2024	309.95	260.00	31,000
December-2024	314.95	271.15	11,500
January-2025	262.00	236.35	9,500
February-2025	234.95	211.15	2,500
March-2025	275.00	207.00	4,000

• **Dematerialization of Shares:**

As on 31<sup>st</sup> March, 2025 all 13,09,875 Equity Shares of the Company were held in dematerialized form.

• **Shareholding Pattern as on 31st March, 2025:**

**(i) Distribution of equity shareholding as on March 31, 2025:**

Number of Equity Shares held	Number of Shareholders	Number of Shares	% of Capital
1-500	33	15004	1.1455
501-1000	54	54000	4.1225
1001-2000	13	23500	1.7941
2001-3000	13	37001	2.8248
3001-4000	2	7000	0.5344
4001-5000	2	10000	0.7634
5001-10000	4	27500	2.0994
10001 and above	13	1135870	86.7159
<b>Total</b>	<b>134</b>	<b>1309875</b>	<b>100</b>

**(ii) Categories of equity shareholders as on March 31, 2025:**

Category	Number of Equity Shares held	Percentage of holding
Promoters and Promoter Group	911872	69.6152
Hindu Undivided Family	38000	2.9010
Other Bodies Corporate	4500	0.3435
Indian Public	348003	26.5676
Non Resident (Non Repatriable)	500	0.0382
Non Resident Indians	7000	0.5344
<b>Total</b>	<b>1309875</b>	<b>100</b>

• **Registered Office:**

# 34, Rest House Road,  
Bengaluru – 560 001

• **Corporate Office:**

No. 139, 2<sup>nd</sup> Floor,  
Guardian House, Infantry Road,  
Bengaluru – 560001

• **Registrar and Transfer Agent:**

**MUFG Intime India Private Limited**

C-101, Embassy 247,  
L.B.S. Marg, Vikhroli (West)  
Mumbai – 400 083  
Tel No : +91 22 49186000  
E-mail id : [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)  
Website : [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

• **Investors / shareholders correspondence:**

Investors / Shareholders may Correspondence with the company at the Corporate Office of the company at #139, 2<sup>nd</sup> Floor, Guardian House, Infantry Road, Bengaluru – 560001 Contact info. (088) 25580971, E-mail Id- [pecoshotels@gmail.com](mailto:pecoshotels@gmail.com)

**VIII. OTHER DISCLOSURES:**

• **Related Party Transactions:**

All related party transactions are at arm's length and are not in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the Financial Statements.

• **Strictures and Penalties:**

The company has complied with the requirements of the stock exchange, SEBI and other statutory authorities on all matters related to capital markets since its listing on 11<sup>th</sup> August, 2015. There were no penalties imposed nor any strictures issued on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

• **Reconciliation of Share Capital Audit:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held, with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to

the Stock Exchanges. The report, inter alia, confirms that the total listed and paid-up share capital of the Company is in agreement with the aggregate of the total dematerialized shares and those in physical mode.

• **Code of Conduct:**

All the Board members and Senior Management Personnel (as per Uniform Equity Listing Agreement) have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by the Whole Time Director forms part of this Annual Report of the Company.

**IX. CEO/CFO CERTIFICATION:**

The Chief Executive Officer & Chief Financial Officer have certified to the Board in accordance with uniform Listing Agreement pertaining to CEO / CFO certification for the financial year ended 31st March, 2025 is annexed and forms part of this Report.

**X. COMPLIANCE REPORT ON CORPORATE GOVERNANCE:**

Pursuant to The SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015, Compliance Report on Corporate Governance is not applicable to our Company as, our Company has been listed on SME Platform.

## ANNEXURE VIII

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **1. INDUSTRY STRUCTURE AND DEVELOPMENT:**

The past financial year has been one of consolidation. After years of unexpected disruptions, it is crucial for us to review our existing outlets and undertake pending renovations or enhancements to improve unit efficiency. We are happy to report that this has yielded positive results for us and this process will continue into the coming year.

Looking ahead, we have new macro-economic conditions to contend such as inflation and geopolitical tensions that are keeping economies on edge. We expect that there may be supply disruptions which may lead to an escalation of prices across commodities. We are continuously monitoring these issues and will be proactive in resolving any concerns that arise.

#### **2. OPPORTUNITIES:**

We believe the next phase of growth in the F&B sector will come from tier - 2 and tier -3 cities. Already state and central agencies have been working to improve connectivity and infrastructure to these cities and as a result, local economies have benefitted from this. In addition there is also a renewed push by governments to promote local tourism and develop 'tourist hot spots' with state of the art facilities, including F&B.

With a strong brand and good fundamentals your company is very well poised to take advantage of these opportunities.

#### **3. SEGMENT WISE OR PRODUCT WISE PERFORMANCE:**

The company will concentrate on consolidation and also growing its well-established brand "PECOS" in markets outside Bangalore and other key cities in India. The company is focusing on cities where we are confident our brand will be well received and find its own fan following. There is an ongoing process of research and development in this area, to identify new territories and new product verticals.

#### **4. OUTLOOK**

The management remains optimistic for the next year. Despite the economic headwinds and concerns that may exist, the company will continue to invest in enhancing the efficiency of its units so that it will have a strong foundation to grow when the tide turns in the economy and new opportunities present themselves.

#### **5. RISKS AND CONCERNS:**

Your company has been dealing with business risks such as market competition and staff attrition for numerous years. Over time we have developed a robust risk mitigation system to address these issues. Regulatory policy especially with regard to alcoholic beverage is a state subject and varies significantly from one state to another. This remains an area of concern for us.

We are continuously monitoring these concerns and will be proactive in taking measures to mitigate risks.

#### **6. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

This past financial year has been important for your company because we have improved our efficiency at the unit level, which has translated to a strong performance by the company. In the coming year we will continue this and hope to build a strong foundation for future growth. At an operational level the performance of our units reflects the improved consumer confidence and growing spending patterns seen in our industry. We believe these figures will only get better from here onwards.

#### **7. MATERIAL DEVELOPMENT ON HUMAN RESOURCES:**

The F&B business is highly dependent on human capital. Your company takes full cognizance of this and continues to invest in training and upskilling of staff to optimize their potential. Fresh talent is also introduced in the company whenever and wherever needed. Despite being in an industry that is plagued by alarming attrition rates, your company is blessed with a dedicated and loyal workforce, many of whom have been with the company for decades. We believe our commitment to offer the best possible product and experience to our clientele is shared by each and every member of our team. This dedication to service, going the extra mile for our customer, continues to be our recipe for success.

**For and on behalf of the Board**

**SD/-**  
**Liam Norman Timms**  
**Whole Time Director**  
**(DIN: 06453032)**

**Date: 09-07-2025**  
**Place: Bengaluru**



**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR  
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:**

I, Liam Norman Timms (**DIN: 06453032**), Whole Time Director of **PECOS HOTELS AND LIMITED**, declare that all the Board Members and Senior Management Personnel have complied with the Code of Conduct applicable to them for the financial year ended March 31, 2025.

**Place: Bengaluru**  
**Date: 09.07.2025**

SD/-  
**Liam Norman Timms**  
**Whole Time Director**  
**(DIN: 06453032)**

## CEO/CFO CERTIFICATION

**To,  
The Board of Directors  
PECOS HOTELS AND PUBS LIMITED**

I, Liam Norman Timms, the Whole Time Director (DIN: 06453032) of the Company and I, Geenon John Lopes., the Chief Financial Officer (CFO) of the Company do hereby certify to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year ending 31<sup>st</sup> March, 2025 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material factor or contain statements that might be misleading;
  - i. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Place: Bengaluru  
Date: 09.07.2025**

SD/-  
**Liam Norman Timms  
(Whole Time Director)**

SD/-  
**Geenon John Lopes  
(Chief Financial Officer)**

## INDEPENDENT AUDITOR'S REPORT

To the Members of Pecos Hotels and Pubs Limited

Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone Financial Statements of Pecos Hotels and Pubs Limited ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of profit and loss and the statement of Cash Flows for the year then ended and notes to the financial statement including a summary of significant accounting policies and other explanatory information for the year then ended (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its Profit for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "*Auditor's Responsibilities for the Audit of the Standalone Financial Statements*" section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's *Code of Ethics*.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Audit opinion on the Standalone Financial Statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon :**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and those charged with Governance for the Standalone Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of the standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either

intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements:**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to

continue as a going concern.

- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position as on 31st March 2025.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.
  - iv. The Company has neither advanced, loaned or invested any funds nor received any funds from any persons or entities during the financial year and hence, the reporting under this clause is not applicable; and
  - v. The Company has declared and paid dividend during the financial year and is in compliance with Sec 123 of the Companies Act, 2013.
  - vi. Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, which included test checks, we report that the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Our examination of the audit trail was in the context of an audit of financial statements carried out in accordance with the Standard of Auditing and only to the extent required by Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014. We have not carried out any audit or examination of the audit trail beyond the matters required by the aforesaid Rule 11(g) nor have we carried out any standalone audit or examination of the audit trail.

For Phillipos& Co.,  
Chartered Accountants  
Firm registration number: 002650S

**SD/-**  
CA Joe James  
Partner  
Membership number: 251076  
UDIN: 25251076BMIIIV5220

Place: Bangalore  
Date: 21st May, 2025



**Annexure A to Independent Auditor's report:**

**(Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date)**

1. In respect of the Company's Property, Plant and Equipment's:
  - a) According to the information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and intangible assets.
  - b) According to the information given to us, the property, plant and equipment has been physically verified by the management during the year.
  - c) According to the information and explanation given to us and on basis of our examination of the records, the Company does not have any immovable properties and hence, provisions of para 3(i)(c) of the order regarding title deeds of properties is not applicable to the Company.
  - d) According to the information and explanation given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and hence, provisions of para 3(i)(d) of the order is not applicable to the Company.
  - e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Hence, provisions of para 3(i)(e) of the order is not applicable to the Company.
2. In respect of the inventories, working capital limits and investments of the company.
  1. According to the information and explanations given to us, the Company has carried out a valuation of its inventories as is commensurate to its scale and there were no material discrepancies noticed.
  2. According to the information and explanation given to us and on the basis of our examination of the records, the Company has not been sanctioned any working capital limit in excess of five crore rupees and hence provisions of para 3(ii)(b) of the order is not applicable to the Company.
3. According to the information and explanations given to us, the Company has neither made any investments nor granted any loans, secured or unsecured to the companies, firms, LLP or any other parties covered in the register maintained under section 189 of the Act, and hence the provisions of para 3(iii)(a) to (f) of the is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, provisions of clause 3 (iv) of the Order is not applicable to the Company.
5. In our opinion, the Company has not accepted any deposit during the year within the meaning of Sections 73 and 76 of the Act and the Companies (Acceptance and Deposit) Rules, 2014 (as amended) nor have any unclaimed deposits as at March 31, 2025. Accordingly, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

6. In our opinion and based on the information and explanation given to us, the maintenance of cost records is not applicable for the Company under sub-section 1 of section 148 of the Companies Act, 2013 and hence the provisions of clause 3(vi) is not applicable to the Company
7. According to the information and explanations given to us and on the basis of examination of our records, in respect of statutory dues, the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, Income Tax, Goods and Service Tax, etc. with appropriate authority. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Value Added Tax, Cess , Goods and Service Tax and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2025.
8. According to the information and explanations given to us, there are no transactions unrecorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, the provisions of the clause 3 (viii) of the Order are not applicable to the Company.
9. The Company does not have any loans or borrowings from any lender during the year. Accordingly, paragraph 3(ix) (a) to (f) of the order is not applicable.
10. The Company has not raised any money by way of initial public offer or the further public offer (including debt instruments). Also, the Company has no term loans. Accordingly, paragraph 3(x) (a) and (b) of the order is not applicable to the Company.
11. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
12. In our opinion and according to the information and explanations given to us, the paragraph 3(xii) of the order regarding Nidhi Company is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, the provisions of section 177 and transactions with the related parties in compliance with section 188 of the Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
14. According to the information and explanation given to us the Company has got an internal audit system that is commensurate to the size and nature of its business.
15. In our opinion and according to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non-cash transactions with Company's directors or persons connected with them and hence paragraph 3 (xv) of the Order is not applicable to the Company.
16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence, the paragraph 3 (xvi) of the order is not applicable to the Company.

17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has not been any resignation of statutory auditor during the year and hence the paragraph 3 (xviii) of the Order is not applicable to the Company.
19. According to the information and explanations given to us, there is no existence of material uncertainty as on the date of the audit report and the Company is capable of meeting its liabilities and hence paragraph 3(xix) of the Order is not applicable to the Company.
20. According to the information and explanations given to us, and on the basis of our examination of the records provisions of sec 135 of the Companies Act, 2013 is not applicable to the Company and hence paragraph 3(xx) of the Order is not applicable to the Company.
21. In our opinion, the Company being a Standalone Company the paragraph 3(xxi) of the order is not applicable to the Company.

For Phillipos & Co.,  
Chartered Accountants  
Firms Registration No. 002650S

Joe James  
Partner  
Membership No. 251076  
UDIN: 25251076BMIIIIV5220  
Place: Bangalore  
Date: 21st May, 2025

**Annexure “B” to Independent Auditor’s report:**

**Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”):**

(Referred to in paragraph 2(f) under the heading ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

We have audited the internal financial controls over financial reporting of Pecos Hotels and Pubs Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls:**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’).

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility:**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an

understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting:**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion:**

According to the information and explanations given to us and based on our audit, except for the effects/possible effects of the material weaknesses described in our report of even date on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Phillipos & Co.,  
Chartered Accountants  
Firms Registration No. 002650S

Joe James  
Partner  
Membership No. 251076  
UDIN: 25251076BMIIIIV5220  
Place: Bangalore  
Date: 21<sup>st</sup> May, 2025



PECOS HOTELS AND PUBS LIMITED

CIN:L55101KA2005PLC035603

Balance Sheet as at 31st March 2025

(All amounts are in Indian Rs 000', unless otherwise stated)

	Note	As at 31st March,2025	As at 31st March,2024
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	13,098.75	13,098.75
Reserves and surplus	2	52,738.51	42,364.13
<b>Current liabilities</b>			
Trade payables	3(a)	3,215.35	2,662.22
Other current liabilities	3(b)	2,425.45	1,898.26
Short-term provisions	4	5,389.15	5,125.35
<b>TOTAL</b>		<b>76,867.21</b>	<b>65,148.71</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	15,067.10	15,506.74
Intangible assets		-	-
Capital work-in-progress		-	-
Deferred tax assets (net)		1,419.92	1,644.12
Other non-current assets	6	10,474.87	10,372.05
<b>Current assets</b>			
Inventories	7	1,069.28	688.86
Trade receivables	8	290.01	130.01
Cash and cash equivalents	9	42,300.56	32,249.40
Short-term loans and advances	10	4,923.24	3,072.01
Other current assets	11	1,322.23	1,485.52
<b>TOTAL</b>		<b>76,867.21</b>	<b>65,148.71</b>
Accounting policies and other notes	17		
The accompanying notes are an integral part of these financial statements			

As per our report of even date

For Phillipos and Co

Chartered Accountants

Firm Registration Number : 002650 S

For and on behalf of the Board of Directors



CA Joe James

Partner

Membership Number : 251076

UDIN: 25251076BMIIIIV5220



[Liam Norman Timms]

Whole Time Director

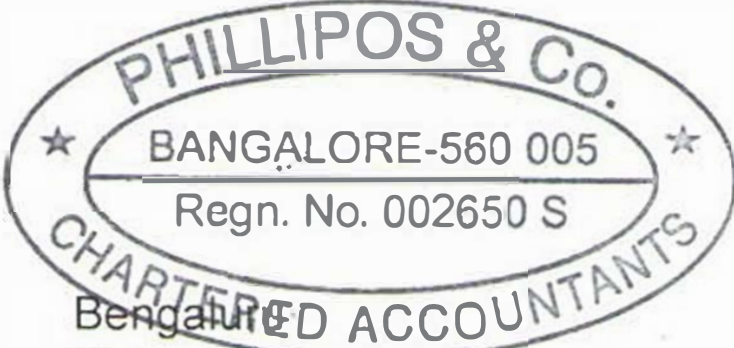
DIN : 06453032



[Pradosh Dhanraj]

Director

DIN : 08424421



Date : 21st May,2025



[Geenon Lopes]

Chief financial officer

Bengaluru

Date : 21st May,2025



[Rajiv Kumar Sharma]

Company Secretary



PECOS HOTELS AND PUBS LIMITED

CIN:L55101KA2005PLC035603

Statement of Profit and Loss for the Year ended 31st March, 2025

(All amounts are in Indian Rs 000', unless otherwise stated)

	Note	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>REVENUE</b>			
Revenue from operations	12	1,05,531.51	97,177.31
Other income	13	2,775.52	2,375.47
<b>TOTAL REVENUE</b>		<b>1,08,307.03</b>	<b>99,552.78</b>
<b>EXPENSES</b>			
Purchases of stock-in-trade		36,263.89	33,218.30
Changes in inventories	14	(380.42)	(80.74)
Employee benefits expense	15	22,701.70	22,169.92
Depreciation and amortisation expense	5	2,101.07	1,985.83
Other expenses	16	28,436.89	26,338.55
<b>TOTAL EXPENSES</b>		<b>89,123.13</b>	<b>83,631.86</b>
<b>Profit / (Loss) before tax</b>		<b>19,183.90</b>	<b>15,920.92</b>
<b>Tax expense:</b>			
Current tax expense for current year		4,916.89	4,589.92
Current tax expense relating to prior years		(261.20)	(64.42)
Deferred tax expense / (income)		224.20	(237.97)
<b>PROFIT FOR THE YEAR</b>		<b>14,304.01</b>	<b>11,633.39</b>
<b>Earnings per share (of Rs.10 each)</b>			
Basic		10.92	8.88
Diluted		10.92	8.88

Significant accounting policies and notes to accounts 17

The accompanying notes are an integral part of these financial statements

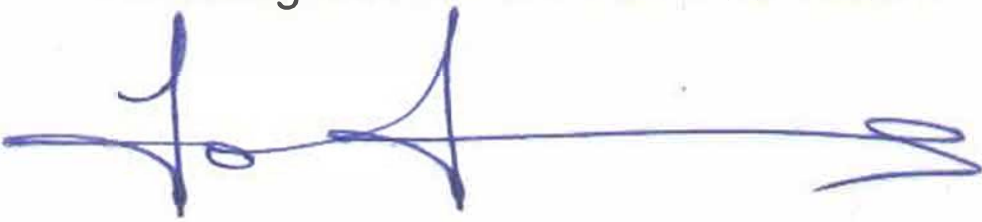
As per our report of even date

For and on behalf of the Board of Directors

For Phillippos and Co

Chartered Accountants

Firm Registration Number : 002650 S

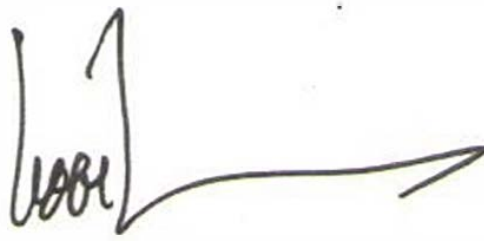
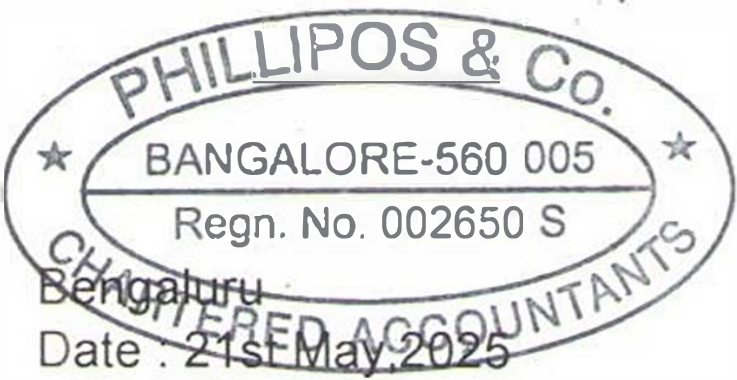


CA Joe James

Partner

Membership Number : 251076

UDIN: 25251076BMIIIIV5220



[Liam Norman Timms]

Whole Time Director

DIN : 06453032




[Geenon Lopes]  
Chief financial officer  
Bengaluru  
Date : 21st May,2025



[Pradosh Dhanraj]

Director

DIN : 08424421



[Rajiv Kumar Sharma]  
Company Secretary



**PECOS HOTELS AND PUBS LIMITED**
**CIN:L55101KA2005PLC035603**
**Cash Flow Statement for the Year Ended 31st  
March, 2025**
*(All amounts are in Indian Rs 000', unless otherwise stated)*

	As at 31st March, 2025	As at 31st March, 2024
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	19,183.90	15,920.92
Adjustments for:		
Depreciation and amortisation expenses	2,101.07	1,985.83
(Profit)/Loss on fixed assets sold, scrapped, etc. (net)	0.00	0.00
Interest income	(2,755.63)	(1,740.47)
	(654.56)	245.36
<b>Cash Generated from operations before working capital changes</b>	<b>18,529.35</b>	<b>16,166.28</b>
Adjustments for:		
(Increase)/decrease in inventories	(380.42)	(80.74)
(Increase)/decrease in trade receivables	(159.99)	75.24
(Increase)/decrease in short-term loans and advances	48.77	1,072.76
(Increase)/decrease in long-term loans and advances	(102.82)	(29.92)
(Increase)/decrease in other non-current assets	-	-
(Increase)/decrease in other current assets	(71.37)	(160.84)
Increase/(decrease) in trade payables	553.14	466.99
Increase/(decrease) in other current liabilities	527.19	344.82
Increase/(decrease) in short-term provisions	(63.17)	(1,102.64)
	351.32	585.68
<b>Cash generated from operations</b>	<b>18,880.67</b>	<b>16,751.96</b>
Taxes paid (net of refunds)	(6,241.95)	(2,933.61)
<b>Net cash generated from operating activities - [A]</b>	<b>12,638.71</b>	<b>13,818.35</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of tangible/intangible assets	(1,661.44)	(294.53)
Sale proceeds of tangible/intangible assets		0.00
Interest received	3,003.51	1,210.86
<b>Net cash generated/(used in) from investing activities - [B]</b>	<b>1,342.08</b>	<b>916.32</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Dividends paid	(3,929.63)	(3,929.62)
<b>Net cash used in financing activities - [C]</b>	<b>(3,929.63)</b>	<b>(3,929.62)</b>
<b>Net increase/(decrease) in cash and cash equivalents - [A+B+C]</b>	<b>10,051.16</b>	<b>10,805.05</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>32,249.40</b>	<b>21,444.34</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>42,300.56</b>	<b>32,249.40</b>
<b>Cash and cash equivalents comprise of:</b>		
Cash on hand	86.93	101.70
Balances with banks:		
In current accounts	3,271.64	3,219.25
In Term deposits	38,942.00	28,928.44
	<b>42,300.56</b>	<b>21,444.34</b>



**PECOS HOTELS AND PUBS LIMITED**  
Cash Flow Statement for the Year Ended 31st  
March, 2025

CIN:L55101KA2005PLC035603

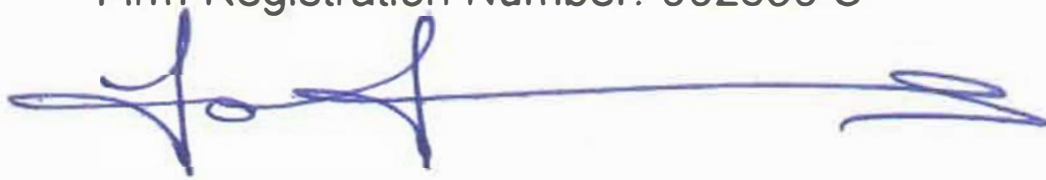
Notes to Cash Flow Statement:

- i. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements"
- ii. Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

As per our report of even date

For and on behalf of the Board of Directors

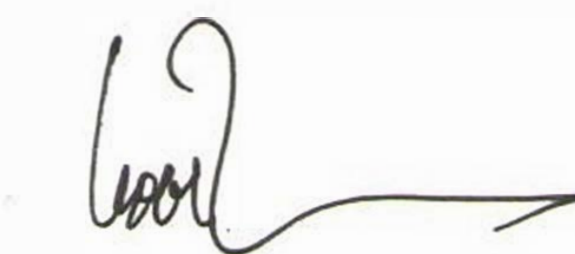
**For Phillippos and Co**  
Chartered Accountants  
Firm Registration Number: 002650 S



**CA Joe James**  
Partner  
Membership Number: 251076  
UDIN: 25251076BMIIIV5220



Bengaluru  
Date: 21st May, 2025



**[Liam Norman Timms]**  
Whole Time Director  
DIN: 06453032



**[Pradeesh Dhanraj]**  
Director  
DIN: 08424421



**[Geenon Lopes]**  
Chief financial officer



**[Rajiv Kumar Sharma]**  
Company Secretary

Bengaluru  
Date: 21st May, 2025

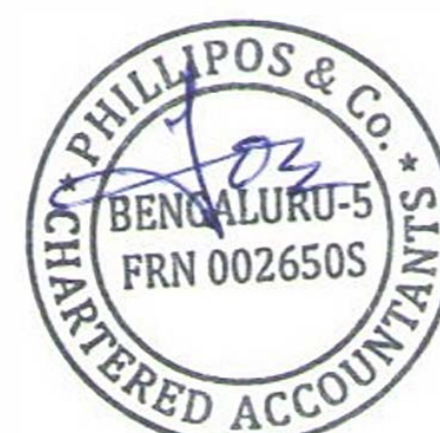


**PECOS HOTELS AND PUBS LIMITED**

Notes to the financial statements for the year ended 31st March, 2025

(All amounts are in Indian Rs 000', unless otherwise stated)

	As at 31st March, 2025	As at 31st March, 2024
<b>1 SHARE CAPITAL</b>		
<b>Authorised</b>		
20,00,000 equity shares of Rs.10/- each	20,000.00	20,000.00
(Previous year: 20,00,000 equity shares of Rs.10/- each)		
	<b>20,000.00</b>	<b>20,000.00</b>
<b>Issued, subscribed and fully paid up</b>		
13,09,875 equity shares of Rs.10/- each	13,098.75	13,098.75
(Previous year: 13,09,875 equity shares of Rs.10/- each)		
<b>TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</b>	<b>13,098.75</b>	<b>13,098.75</b>
<b>2 RESERVES AND SURPLUS</b>		
<b>Closing balance</b>		
<b>Securities premium account</b>		
Opening balance	16,928.34	16,928.34
Add / (less) : Movements during the year:		
Premium on shares issued during the year	-	-
<b>Closing balance</b>	<b>16,928.34</b>	<b>16,928.34</b>
<b>Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	25,435.79	17,732.02
Add / (less) : Movements during the year:		
Profit / (Loss) for the year	14,304.01	11,633.39
Dividend to shareholders	3,929.63	3,929.62
Dividend distribution tax	0.00	0.00
<b>Closing balance</b>	<b>35,810.17</b>	<b>25,435.79</b>
<b>TOTAL RESERVES AND SURPLUS</b>	<b>52,738.51</b>	<b>42,364.13</b>
<b>3 CURRENT LIABILITIES</b>		
<b>(a) Trade Payables</b>		
total outstanding dues of micro enterprises and small enterprises	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises	3,215.35	2,662.22
<b>TOTAL OF TRADE PAYABLES</b>	<b>3,215.35</b>	<b>2,662.22</b>
<b>(b) Other Current Liabilities</b>		
Statutory remittances payable	370.41	357.72
Employee benefits payable	2,052.66	1,339.23
Dividend payable	2.38	-
Accrued expenses	-	201.31
<b>TOTAL OF OTHER CURRENT LIABILITIES</b>	<b>2,425.45</b>	<b>1,898.26</b>
<b>4 SHORT-TERM PROVISIONS</b>		
<b>Provision - Others</b>		
Provision for Expenses	472.26	535.43
Provision for Income-tax Expenses	4,916.89	4,589.92
<b>TOTAL OF SHORT-TERM PROVISIONS</b>	<b>5,389.15</b>	<b>5,125.35</b>





**PECOS HOTELS AND PUBS LIMITED**

Notes to the financial statements for the year ended 31st March, 2025

(All amounts are in Indian Rs 000', unless otherwise stated)

**5. Property, Plant and Equipment as at 31st March, 2025**

Particulars	Gross block / Original cost			Accumulated depreciation			Net block	
	As at 31st March, 2024	Additions	Disposals / transfers	As at 31st March, 2024	Charge for the year	Eliminated on disposal of assets	As at 31st March, 2025	As at 31st March, 2024
<b>TANGIBLE ASSETS</b>								
Computers	847.85	16.52		635.22	72.57		707.79	212.63
Plant and Equipment	232.85	-		232.85	-		232.85	-
Electrical Equipment	747.56	234.02		248.67	69.63		318.29	498.89
Furniture and Fixtures	9,120.15	748.30		6,843.07	504.21		7,347.28	2,277.08
Vehicles	3,766.67	36.00		1,790.94	241.41		2,032.34	1,975.73
Kitchen equipment		108.39			20.59		20.59	87.80
Office equipment	8,555.88	322.04		7,384.21	283.81		7,668.02	1,171.68
Leasehold improvements	18,100.18	196.16		8,729.45	908.85		9,638.30	9,370.73
	<b>41,371.14</b>	<b>1,661.44</b>	-	<b>25,864.40</b>	<b>2,101.07</b>	-	<b>27,965.47</b>	<b>15,506.74</b>
<b>INTANGIBLE ASSETS</b>								
Computer software	1,203.97	-		1,203.97	-		1,203.97	-
Others (specify nature)	45.80	-		45.80	-		45.80	-
	<b>1,249.77</b>	-	-	<b>1,249.77</b>	-	-	-	-
<b>CAPITAL WORK IN PROGRESS</b>								
	-	-	-	-	-	-	-	-
<b>TOTAL PROPERTY PLANT EQUIPMENT</b>	<b>42,620.91</b>	<b>1,661.44</b>	-	<b>27,114.17</b>	<b>2,101.07</b>	-	<b>29,215.25</b>	<b>15,506.74</b>

**5. Property, Plant and Equipment as at 31st March, 2024**

Particulars	Gross block / Original cost			Accumulated depreciation			Net block	
	As at 31st March, 2023	Additions	Disposals / transfers	As at 31st March, 2023	Charge for the year	Eliminated on disposal of assets	As at 31st March, 2024	As at 31st March, 2023
<b>TANGIBLE ASSETS</b>								
Computers	722.43	125.42		536.67	98.55		635.22	185.76
Plant and Equipment	232.85	-		232.85	-		232.85	-
Electrical Equipment	703.64	44.22		196.30	52.37		248.67	507.04
Furniture and Fixtures	9,120.15			6,536.08	306.99		6,843.07	2,584.07
Vehicles	3,766.67			1,521.52	269.42		1,790.94	2,245.15
Office equipment	8,430.99	124.89		7,109.37	274.84		7,384.21	1,171.68
Leasehold improvements	18,100.18			7,745.78	983.67		8,729.45	10,354.39
	<b>17,198.04</b>	<b>294.53</b>	-	<b>23,878.57</b>	<b>1,985.83</b>	-	<b>25,864.40</b>	<b>17,198.04</b>
<b>INTANGIBLE ASSETS</b>								
Computer software	1,203.97	-		1,203.97	-		1,203.97	-
Others (specify nature)	45.80	-		45.80	-		45.80	-
	-	-	-	-	-	-	-	-
<b>CAPITAL WORK IN PROGRESS</b>								
	-	-	-	-	-	-	-	-
<b>TOTAL PROPERTY PLANT EQUIPMENT</b>	<b>17,198.04</b>	<b>294.53</b>	-	<b>25,128.34</b>	<b>1,985.83</b>	-	<b>27,114.17</b>	<b>17,198.04</b>



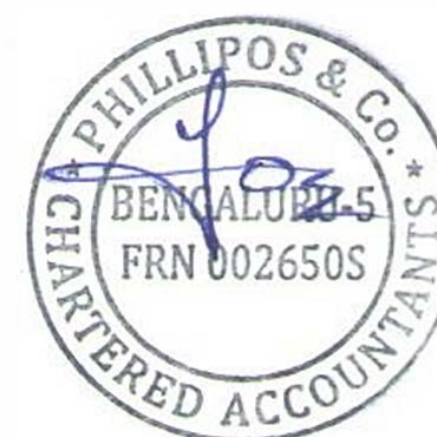


**PECOS HOTELS AND PUBS LIMITED**

Notes to the financial statements for the year ended 31st March, 2025

*(All amounts are in Indian Rs 000', unless otherwise stated)*

	As at 31st March, 2025	As at 31st March, 2024
<b>6 OTHER NON-CURRENT ASSETS</b>		
Security deposits		
Unsecured, considered good	10,474.87	10,372.05
	<u>10,474.87</u>	<u>10,372.05</u>
<b>TOTAL OF OTHER NON-CURRENT ASSETS</b>	<b><u>10,474.87</u></b>	<b><u>10,372.05</u></b>
<b>7 INVENTORIES</b>		
Stock-in-trade	1,069.28	688.86
<b>TOTAL INVENTORIES</b>	<b><u>1,069.28</u></b>	<b><u>608.12</u></b>
<b>8 TRADE RECEIVABLES</b>		
Other Trade receivables		
Unsecured, considered good	290.01	130.01
<b>TOTAL TRADE RECEIVABLES</b>	<b><u>290.01</u></b>	<b><u>130.01</u></b>
<b>9 CASH AND CASH EQUIVALENTS</b>		
Balances with banks	3,271.64	3,219.25
Cash on hand	86.93	101.70
Fixed deposits with banks	38,942.00	28,928.44
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<b><u>42,300.56</u></b>	<b><u>21,444.34</u></b>
<b>10 SHORT-TERM LOANS AND ADVANCES</b>		
Loans and advances to employees		
Unsecured, considered good	212.96	261.73
Prepaid expenses - Unsecured, considered good	100.00	100.00
Advance Income Tax - Unsecured, considered good	4,500.00	2,600.00
Advances to vendors	51.72	51.72
Other advances	58.56	58.56
<b>TOTAL SHORT-TERM LOANS AND ADVANCES</b>	<b><u>4,923.24</u></b>	<b><u>3,072.01</u></b>
<b>11 OTHER CURRENT ASSETS</b>		
Interest accrued on deposits with banks	854.25	1,102.14
TDS and TCS Receivable	460.61	383.38
Zomato TDS receivable	7.36	-
<b>TOTAL OF OTHER CURRENT ASSETS</b>	<b><u>1,322.23</u></b>	<b><u>1,485.52</u></b>

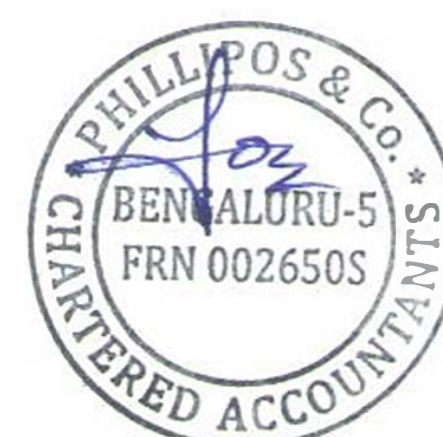


**PECOS HOTELS AND PUBS LIMITED**

Notes to the financial statements for the year ended 31st March, 2025

(All amounts are in Indian Rs 000', unless otherwise stated)

	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>12 REVENUE FROM OPERATIONS</b>		
<b>Sale of services :</b>		
Income from sale of food and beverages	1,05,531.51	97,177.31
<b>TOTAL REVENUE FROM OPERATIONS</b>	<b>1,05,531.51</b>	<b>97,177.31</b>
<b>13 OTHER INCOME</b>		
Interest income	2,755.63	1,740.47
Visibility Charges	-	160.00
Income from Business Promotion	-	475.00
Liabilities not payable written back	19.89	-
<b>TOTAL OTHER INCOME</b>	<b>2,775.52</b>	<b>2,375.47</b>
<b>14 CHANGES IN INVENTORIES</b>		
Inventories at the end of the year:		
Stock-in-trade	1,069.28	688.86
	1,069.28	688.86
Inventories at the beginning of the year:		
Stock-in-trade	688.86	608.12
	688.86	608.12
<b>NET (INCREASE) / DECREASE</b>	<b>(380.42)</b>	<b>(198.80)</b>
<b>15 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and wages	19,376.87	18,493.02
Directors' remuneration	2,160.00	2,119.77
Contributions to provident and other funds	706.11	575.04
Staff welfare expenses	458.72	982.09
<b>TOTAL EMPLOYEE BENEFITS EXPENSE</b>	<b>22,701.70</b>	<b>22,169.92</b>
<b>16 OTHER EXPENSES</b>		
Bank charges	729.57	757.45
Power, fuel and water charges	1,994.33	2,098.01
Rent including lease rentals	14,351.76	13,253.25
Repairs and maintenance - Office	60.42	49.64
Repairs and maintenance - Machinery	1,602.19	2,548.37
Repairs and maintenance - Others	4,020.49	3,396.52
Registrations, rates and taxes	305.54	751.72
Communication	36.28	143.27
Travelling, conveyance, Freight charges	651.19	802.89
Printing and stationery	139.29	136.32
Housekeeping and security	493.50	352.30
Commission and discounts	1,196.04	0.00
Business promotion (including Advertisement)	225.20	191.62
Legal and professional	2,229.32	1,633.96
Advances not receivable being written back	42.71	1.71
Payments to auditors		
i) For statutory audit	110.00	142.50
ii) For tax audit	10.00	-
iii) For Goods and Service Tax	-	5.00
Amortisation of legal expenses on Initial public offer	-	-
Miscellaneous expenses	239.06	74.01
<b>TOTAL OTHER EXPENSES</b>	<b>28,436.89</b>	<b>24,281.02</b>





**Note 17 - Notes to the standalone financial statements for the year ended March 31, 2025**

**17.1 The Company and nature of its operations:**

Pecos Hotels and Pubs Limited (hereinafter referred to as “Pecos” or “the company”) is public limited company incorporated under erstwhile Companies act 1956 having its registered office located at No 34, Rest House Road, Bangalore -560 001. The company is into business of running of restaurants and pubs. The Company’s shares are listed in Bombay Stock Exchange under SME platform and its registered Share Transfer Agent is MUFG Intime Private Limited.

**17.2 Summary of significant accounting policies:**

**a) Basis of preparation of financial statements**

The financial statements have been prepared on the basis of a going concern assumption, on historical cost convention and on accrual method of accounting in accordance with the generally accepted accounting principles in India, Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (‘Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guideline issued by SEBI, to the extent applicable and the provisions of the Companies Act, 2013 as adopted consistently by the Company. All assets and liabilities have been classified as current or noncurrent based on an assumption of 12 months operating cycle.

**b) Use of estimates**

- The preparation of the financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, the useful lives and provision for impairment of fixed assets and intangible assets. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

**c) Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives

using the written down value method. The estimated useful lives of assets are as follows:

<b>Asset</b>	<b>Estimated useful life</b>
Furniture and fixtures	8 years
Office equipment	5 years
Computers	3 years
Plant and machinery	15years
Electrical Fittings	10 years

Leasehold improvements are depreciated on a written down value method over the period of ten years, being Management's estimation of useful life.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred.

#### **d) Intangible assets**

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight-line basis over their useful lives as follows:

Goodwill	10 years
Computer Software	4 years

#### **e) Capital work-in-progress:**

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost and related incidental expenses.

#### **f) Inventories**

Inventories are measured at the lower of cost and net realizable value. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present condition and location. Costs of materials are determined by the FIFO method.



**g) Revenue recognition**

The company primarily earns revenue from the sale of beer, food and beverages at the outlets. Revenue has been recognized on the following terms:

- i) Revenue from sale of beer, food and beverages is recognized upon sale of goods and rendering of services adjusted for discounts provided to the customers.
- ii) Interest income is recognized on a time proportion basis taking into account the amount outstanding and interest rate applicable.

**h) Retirement and other benefits to employees**

*i) Provident fund*

The company makes regular monthly contributions to the Provident Fund which is in the nature of defined contribution scheme and such paid/payable amounts are charged against revenue.

*ii) Leave encashment / Compensated absences*

As per policy of the Company, the Company does not allow any carry forward of accumulated leave balance to next financial year. Therefore no amount has been provided for in the books as at balance sheet date.

*iii) Gratuity*

The Gratuity Fund of the Company is managed through a LIC Group Gratuity Cash Accumulation Scheme. Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The benefits vest after five years of continuous service. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The contribution requirement of the Company is determined as per AS 15 (Revised).

**i) Foreign currency transactions**

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences except those qualifying for hedge accounting are recognized in the Statement of Profit and Loss.

**j) Accounting for taxes on income**

- i) Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961. Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income tax

Act, 1961) over normal income-tax is recognized as an asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of ten succeeding assessment years.

- ii) Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax losses and unabsorbed tax depreciation are recognized only when there is a virtual certainty of their realization. Other deferred tax assets are recognized only when there is a reasonable certainty of their realization

### **k) Impairment**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### **l) Provisions and Contingent Liabilities**

A provision is recognized when the Company has a Present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent liabilities, if any are disclosed in the Notes.

### **m) Earnings Per Share**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share

and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

### **17.3 Information on Share Capital:**

All equity shares of the company belong to the same class, carrying equal rights and voting powers. There are no preferences attached to any shares.

- a)** Reconciliation of number of shares outstanding at the beginning of the year and at the end of the year is as follows:

Particulars	FY 2024-25	FY 2023-24
Equity shares at the beginning of the year	13,09,875	13,09,875
Add: Shares issued	-	-
Less: Shares bought back	-	-
Balance as at the end of the year	13,09,875	13,09,875

- b)** Following are the details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholder	As at 31-Mar-2025		As at 31-Mar-2024	
	No. of shares	% of holding	No. of shares	% of holding
Fully paid-up equity shares of Rs. 10/- each:				
Collin Richard Timms	4,64,995	35.50%	4,64,995	35.50%
Olinda Timms	3,15,000	24.05%	3,15,000	24.05%
Delfin International Limited	70,875	5.41%	70,875	5.41%

**c)** Following are the details of shares held by the promoters at the end of the year

S. No.	Name of Promoter	No of Shares	% of total shares	% change during the year
1	Collin Richard Timms	464,995	35.4992	-
2	Olinda Timms	315,000	24.0481	-
3	Delfin International Limited	70,875	5.4108	-
4	Liam Norman Timms	61,002	4.6571	-

**d)** No shares are reserved for issue under options and contracts/commitments for the sale of shares / disinvestment.

**e)** There are no shares that were issued / allotted pursuant to contract without payment being received in cash or by way of bonus shares, and there are no shares bought back till the end of reporting period.

**f)** There are no shares with calls unpaid / forfeited shares.

**17.4 Details relating to Micro, Small and Medium Enterprises, in accordance with the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act):**

Sl	Particulars	As at 31-Mar-2025	As at 31-Mar-2024
(a)	Principal amount remaining unpaid to any supplier	-	-
(b)	Interest due thereon	-	-
(c)	Amount of interest paid by the Company in terms of Section 16 of the MSMED Act	-	-
(d)	Amount of payment made to supplier beyond the appointed day, during the year	-	-
(e)	Amount of interest due and payable for the period of delay in making payment (which	-	-

	have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act		
(f)	Amount of interest accrued and remaining unpaid as at end of the year	-	-
(g)	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

This disclosure is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. This information is provided by the Management and relied upon by the Auditors.

### **17.5 Details relating to trade payable ageing schedule:**

(All amounts are in Rs. 000' unless otherwise stated)

Particulars	Outstanding for the following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
i. MSME	-	-	-	-
ii. Others	3,215.35	-	-	-
iii. Disputed dues-MSME	-	-	-	-
iv. Disputed dues-Others	-	-	-	-

**17.6 Details relating to trade receivables ageing schedule:**

(All amounts are in Rs. 000' unless otherwise stated)

Particulars	Outstanding for the following periods from due date of payment				
	Less than 6 Months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years
i. Undisputed TR- Considered good	290.01	-	-	-	-
ii. Undisputed TR- Which have significant increase in credit risk	-	-	-	-	-
iii. Undisputed TR- Credit impaired	-	-	-	-	-
iv. Disputed TR- Considered good	-	-	-	-	-
v. Disputed TR- Which have significant increase in credit risk	-	-	-	-	-
vi. Disputed TR- Credit impaired	-	-	-	-	-

**17.7 Details relating to Capital-work-in-progress ageing schedule:**

Capital Work in Progress (CWIP)	Amount in CWIP For a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

### **17.8 Deferred tax assets/liabilities**

: (All amounts are in Rs. 000' unless otherwise stated)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>Deferred tax assets:</b>		
Provision for bonus	179.63	78.41
Due to difference in WDV as per books and tax purposes	1,240.29	1209.92
Provision for Gratuity	-	355.79
Net deferred tax asset / (liability)	<b>1,419.92</b>	<b>1,644.12</b>

### **17.9 Capital Commitments**

There are no capital commitments pending to be executed as at the end of financial years 2024-25, 2023-24 and 2022-23.

### **17.10 Contingent liabilities and commitments (to the extent not provided for):**

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>Contingent liabilities being:</b>		
a) Claims against the company not acknowledged as debt	-	-
b) Bank Guarantees	-	-
c) Other money for which the company is contingently liable	-	-
<b>Commitments being:</b>		
a) Estimated amount of contracts remaining to be executed on capital account	-	-
b) Uncalled liability on shares and other investments partly paid	-	-
c) Other commitments	-	-

### **17.11 Details of Purchased goods:**

(All amounts are in Rs. 000' unless otherwise stated)

<b>Particulars</b>	<b>Year ended 31-Mar-2025</b>	<b>Year ended 31-Mar-2024</b>
Beer	24,918.19	20,496.40
Food And other beverages	11,345.70	12,721.90
<b>Total</b>	<b>36,263.89</b>	<b>33,218.30</b>

### **17.12 Details of goods sold:**

(All amounts are in Rs. 000' unless otherwise stated)

<b>Particulars</b>	<b>Year ended 31-Mar-2025</b>	<b>Year ended 31-Mar-2024</b>
Beer	74,995.58	67,537.27
Food And other beverages	30,535.94	29,640.04
<b>Total</b>	<b>1,05,531.51</b>	<b>97,177.31</b>

### **17.13 Expenditure in foreign currency:** None

### **17.14 Particulars of dividends remitted in foreign currencies to non-resident shareholders:** None

### **17.15 Earnings in foreign exchange:** None

### **17.16 Segment reporting:**

As the Company's business activities falls within a single primary business segment and a geographical segment, the disclosure requirements of Accounting Standard 17 "Segment Reporting" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 are not applicable.



### **17.17 Related party disclosures:**

a. Names of related parties and nature of relationship:

i. Key Management Personnel (KMP):

<b>Name of the Key Management Personnel</b>	<b>Nature of relationship</b>
Koilpillai Joseph Davaraj	Director
Nina Nayar	Director
Lloyd John Pereira	Director
Liam Norman Timms	Whole Time Director
Collin Timms	Promoter
Olinda Timms	Promoter
Pradosh Dhanraj	Director
Geenon Lopes	Chief Financial Officer
Rajiv Kumar Sharma	Company Secretary

ii. Enterprises in which Key Management Personnel exercise significant influence:

- 1) Delfin International Limited
- 2) GSK Enterprises Private Limited
- 3) Guardian Health Management Private Limited
- 4) Elcity Golf LLP
- 5) Elhanan Management Services Private Limited
- 6) Design Build Private Limited

b. Transactions during the year: (All amounts are in Rs. 000' unless otherwise stated)

<b>Particulars</b>	<b>Year ended 31-Mar-2025</b>	<b>Year ended 31-Mar-2024</b>
<b>Remuneration:</b>		
Liam Timms	1,416.00	1,396.00
Pradosh Dhanraj	744.00	723.77
Geenon Lopes	545.80	274.40
<b>Rent Paid:</b>		
Collin Richard Timms	1,159.89	1,097.400
Olinda Timms	966.56	930.000

<b>Purchase of Beer:</b>		
Collin Richard Timms	7,816.85	5,978.07
<b>Professional Charges:</b>		
Shailesh B.M	Nil	238.50
Collin Richard Timms	453.60	354.00
<b>Director Sitting Fees:</b>		
Koilpillai Joseph Davaraj	48.00	42.00
Lloyd John Pereira	48.00	42.00
Nina Nair	34.00	30.00
Liam Norman Timms	21.00	20.00
Pradosh Dhanraj	14.00	14.00
Shanti kiran Bulla	4.00	Nil
Ravi Hansdak	4.00	Nil
Usha Sekar	4.00	Nil

c. Balances as at the year-end:

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>Rent Payable:</b>		
Collin Timms	101.07	Nil
Olinda Timms	84.23	Nil
<b>Salaries payable:</b>		
Liam Norman Timms	118.00	66.98
Pradosh Dhanraj	62.00	Nil

<b>Professional Charges payable:</b>		
Shailesh B M	Nil	Nil
Collin Timms	0.5	5.00
<b>Other payable:</b>		
Liam Norman Timms	Nil	Nil

### **17.18 Going Concern**

There are no conditions indicating the existence of material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern. As such, the Company will continue as a going concern and will be able to discharge its liabilities and realise the carrying amount of its assets as at March 31, 2025.

### **17.19 Details of key accounting ratios:**

<b>Particulars</b>	<b>Formula applied</b>	<b>Year ended 31st March, 2025</b>	<b>Year ended 31st March, 2024</b>
Current Ratio	$\frac{\text{Total Current Assets}}{\text{Total Current Liabilities}}$	4.52	3.88
Debt Equity Ratio	$\frac{\text{Company Total Liabilities}}{\text{Total Eq share Capital}}$	0.17	0.17
Return on Equity Ratio	$\frac{\text{Net Profits after taxes}}{\text{Average Shareholder's Equity}}$	21.73%	20.97%
Inventory Turnover Ratio	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventory}}$	40.82	51.10
Trade Receivables Turnover Ratio	$\frac{\text{Net Sales}}{\text{Average Trade Receivables}}$	502.51	747.44

Trade Payable Turnover Ratio	Net Purchases ÷ Average Trade Payables	16.07	30.08
Net Capital Turnover Ratio	Net Sales ÷ Average Working Capital Employed	3.16	4.16
Net Profit Ratio	Net Profit ÷ Net Sales	0.18	0.12
Return on Capital Employed	Earnings before interest and tax ÷ Capital Employed	29.78%	29.58%

**17.20 Earnings per share (EPS) for each share with face value of Rs.10 has been computed as under:** (All amounts are in Rs. 000' unless otherwise stated)

<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>31-Mar-2025</b>	<b>31-Mar-2024</b>
(a) Profit / (loss) for the year	14,304.01	11,633.38
(b) Weighted average no. of ordinary shares outstanding	13,09,875	13,09,875
(c) Effect of potential shares on ESOP / convertible securities		-
(d) Weighted average no. of shares to compute diluted EPS	<b>13,09,875</b>	<b>1,309.875</b>
(e) Earning per share on profit for the year:		
- Basic EPS [(a)/(b)]	<b>10.92</b>	8.88
- Diluted EPS [(a)/(d)]	<b>10.92</b>	8.88

**17.21** All amounts are in Indian Rupees unless otherwise specified therein. The figures of previous year have been regrouped/reclassified, wherever necessary, to conform to the current year's classification.

As per our attached report of even date.

**For Phillipos & Co.,**  
*Chartered Accountants*  
Firm Registration Number: 002650S

SD/-

**[CA Joe James]**  
*Partner*  
Membership Number: 251076  
UDIN: 25251076BMIIIV5220

Date: 21st May, 2025  
Place: Bengaluru

**For and on behalf of the Board of Directors**

SD/-

**[Liam Norman Timms]**  
*Whole Time Director*  
DIN: 06453032

SD/-

**[Geenon Lopes]**  
Chief Financial Officer

SD/-

**[Pradosh Dhanraj]**  
*Director*  
DIN: 08424421

SD/-

**[Rajiv Kumar Sharma]**  
Company Secretary

## **DIVIDEND DISTRIBUTION POLICY**

### **PREAMBLE:**

The shares of Pecos Hotels and pubs Limited (the "Company") are listed on SME Platform of Bombay Stock Exchange Limited, Mumbai. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is required to formulate a Dividend Distribution Policy which shall be disclosed in its Annual Report and on its website.

The Board of Directors of the Company ("the Board") has approved the Dividend Distribution Policy of the Company ("the policy").

### **OBJECTIVE:**

The Company strives for maximization of shareholders' value and believes that this can be attained by driving growth. The policy endeavors to strike an optimum balance between rewarding shareholders through dividend and ensuring that sufficient profits are retained for growth of the Company and other needs. The objective of the policy is to lay down a consistent approach to dividend declaration.

### **PARAMETERS FOR DIVIDEND DISTRIBUTION:**

- The Company has only one class of shares i.e. Equity shares and, hence, the parameters disclosed hereunder apply to the same.

The Board while considering payment of dividend for a financial year may, inter- alia, consider the following factors:-

- Profit for the financial year as well as general reserves of the Company.
- Projections of future profits and cash flows;
- Borrowing levels and the capacity to borrow;
- Present and future Capital expenditure plans of the Company including organic/ inorganic growth avenues.
- Applicable taxes including tax on dividend
- Compliance with the provisions of the companies act or any other statutory guidelines including guidelines issued by Govt. Of India.
- Past dividend trend for the company and the industry.
- State of economy and capital markets.
- Any other factor as may be deemed fit by the board.

- The profits for a year may be adjusted at the discretion of the Board, for the purpose, to exclude exceptional items or non-cash items resulting from change in law, accounting policies, accounting standards or otherwise.
- The Company would endeavor to pay minimum annual dividend of 30% of Profit after Tax (PAT) subject to the maximum dividend permitted under the extant legal provisions.
- The Company may declare a lower dividend than 30% of the profit after Tax (PAT) for a particular year under circumstances where in order to fuel the growth of the Company, additional financial resources may be required. Those circumstances thereof shall be disclosed to the shareholders through Annual Report of the Company.
- The company is committed to continuous growth and has plans requiring significant capital outlay. The retained earnings, after distribution of dividend, shall primarily be utilized towards this purpose.
- Dividend shall be recommended by the Board for approval of shareholders of the Company for payment. However, the Board may also consider payment of interim dividend as and when it feels appropriate.

**GENERAL:**

- In the event of the policy being inconsistent with any new regulatory provision, such regulatory provision shall prevail upon the corresponding provision of this policy and the policy shall be construed to be amended accordingly from the effective date of such provision.
- The Company reserves its right to alter, modify, add, delete or amend any or all of the provisions of the policy as it may deem fit or in accordance with the guidelines as may be issued by SEBI, Government of India or any other regulatory authority. The change in the policy shall, however, be disclosed along with the justification thereof on the Company's website and in the ensuing Annual Report in accordance with the extant regulatory provisions.

**PECOS HOTELS AND PUBS LIMITED**

**(CIN: L55101KA2005PLC035603)**

**Regd. Office: #34, Rest House Road,  
Bangalore 560001**

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

**E mail ID: [pecoshotels@gmail.com](mailto:pecoshotels@gmail.com), website: [www.pecospub.com](http://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  
twentieth Annual General Meeting of the Company to be held on Wednesday, August  
06<sup>th</sup>, 2025 at 11:00 A. M. at #139, 2<sup>nd</sup> 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	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)		
2.	To Consider declaration of a Final Dividend of Rs. 3.50/- per share of Rs. 10 each fully paid up for the year ended March 2025 (Ordinary Resolution)		
3	To appoint a Director in place of Mr. Pradosh Dhanraj (DIN: 08424421), who retires by rotation and, being eligible, offers himself for re-appointment as an Executive Director. (Ordinary Resolution)		
4	To re-appoint M/s Phillipos & Co., as Statutory Auditors of Company for a second term of five consecutive years. (Ordinary Resolution)		
5	To appoint Mr. Pramil Dev, Company Secretary, as Secretarial Auditor of the Company for a term of five consecutive years. (Ordinary Resolution)		
6	Revision in the remuneration of Mr. Liam Norman Timms (DIN: 06453032), Whole Time Director of the Company. (Special Resolution)		
7	Revision in the remuneration of Mr. Pradosh Dhanraj (DIN: 08424421), Director of the Company. (Special Resolution)		

Signed this ..... Day of ..... 2025

Affix  
Revenue  
Stamp

Signature of shareholder ..... Signature of Proxy holder(s)  
 .....

**NOTE:**

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

**PECOS HOTELS AND PUBS LIMITED**

**(CIN: L55101KA2005PLC035603)**

**Regd. Office: #34, Rest House Road,  
Bengaluru - 560001**

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

**E mail ID: [pecoshotels@gmail.com](mailto:pecoshotels@gmail.com), website: [www.pecospub.com](http://www.pecospub.com)**

**ATTENDANCE SLIP**

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

I hereby record my presence at the 20<sup>th</sup> Annual General Meeting of the Company to be held on 06th day of August, 2025 at 11:00 A.M. at the Corporate Office of the Company situated at 139, 2<sup>nd</sup> 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 Annual Report to the Meeting.***

**NOTES**

## **PECOS HOTELS AND PUBS LTD**

**REGISTERED ADDRESS**  
**#34, REST HOUSE ROAD,**  
**BANGALORE - 560001**

**CORPORATE OFFICE**  
**NO.139, 2ND FLOOR**  
**GUARDIAN HOUSE ( GURUMURTHY BHAVAN)**  
**INFANTRY ROAD, BANGALORE - 560001**

**WEBSITE : [WWW.PECOSPUB.COM](http://WWW.PECOSPUB.COM)**  
**TEL : 080 2558 0971**  
**EMAIL : [PECOSHOTELS@GMAIL.COM](mailto:PECOSHOTELS@GMAIL.COM)**