



HOTELS & PUBS LTD.

July 09, 2025

To,
The Listing Department,
Bombay Stock Exchange,
Phirozee Jeejeebhoy Tower,
Dalal Street Fort,
Mumbai - 400 001.

Subject: Notice convening 20th Annual General Meeting of the Company.

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

As per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, kindly find the attached notice of 20th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,

For, Pecos Hotels and Pubs Limited

Rajiv Kumar Sharma
(Company Secretary & Compliance Officer)



Registered Office	: # 34, Rest House Road, Bangalore - 01
Corporate Office	: Guardian House, 139, Infantry Road, Bangalore - 01
CIN	: L 55101KA2005PLC035603 Tel: 080-25580971
Email	: contact@pecospub.com, pecoshotels@gmail.com
Website	: www.pecospub.com



HOTELS & PUBS LTD.

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 6th day of August, 2025** at **11:00 A. M.** at **No. 139, 2nd Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru - 560001** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at **March 31, 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. 3.5/- 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

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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**:

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"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."

Date: 09.07.2025
Place: Bengaluru



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

Rajiv Kumar Sharma
(Company Secretary & Compliance Officer)

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NOTES:

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

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE FOR HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of Proxy, in order to be effective, should be deposited at the Corporate Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A proxy form is annexed to this report.
3. A Person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Transfer Books of the Company will remain closed from **Thursday 31st July to Wednesday 06th 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.
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, 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.

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 :

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-



	Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/ NSDL/KARVY/ MUFG Intime, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting Login. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual shareholders holding securities in Demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at



	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

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



Login method for e-Voting for members holding Physical shares and shareholders other than individuals holding in Demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For members holding shares in Demat Form or Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

4. After entering these details appropriately, click on "SUBMIT" tab.
5. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to



share your password with any other person and take utmost care to keep your password confidential.

6. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

7. Click on the EVSN 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 and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; pecoshotels@gmail.com, cspramil@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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 and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL <https://www.evoting.cdslindia.com>. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 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.



**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 15th Annual General Meeting ('AGM') held on September 03, 2020 to hold office for a period of five years from the conclusion of the 15th AGM till the conclusion of the 20th AGM of Company. The present term of the Statutory Auditors shall get completed on the conclusion of the ensuing 20th 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 20th AGM till the conclusion of the 25th 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 as 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

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

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.

Name of the Director	Mr. Pradosh Dhanraj
Age	45 Years
DIN	08424421
Category	Executive & Non-Independent
Date of first appointment on the Board	20-04-2019
Brief Resume and nature of expertise in specific functional areas	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.
Terms & conditions of re-appointment	Appointed as an Executive Director of the Company for a period of 1 year liable to retire by rotation.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Board Meetings attended during the year	7
Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies, Section 8 companies] as on March 31, 2025.	Delfin International Ltd.
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on March 31, 2025.	NIL
Number of shares held by Mr. Pradosh Dhanraj in the Company as on March 31, 2025.	5000 Equity Shares
Details of remuneration sought to be paid and remuneration last drawn.	- During the financial year 2024-25, remuneration of Rs. 7.86 Lakh was paid. - The remuneration to be paid for financial year 2025-26, is Rs. 8.88 Lakh.



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.mufig.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.mufig.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.mufig.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.mufig.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.mufig.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.mufig.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

Particulars & Category of shareholders	Rate of Tax Deduction	Exemption documents to be given
Resident Individuals		
If total Dividend income to a resident individual shareholder in FY 2024-25 > Rs. 5,000	- 10 % in case where PAN is provided/ available - 20%, in other cases where PAN is not provided /not available.	Update the PAN if not already done with depositaries (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	-



Resident - Other than Individuals		
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	- 10 % in case where PAN is provided/ available - 20%, in other cases where PAN is not provided /not available.	-



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.**

