

ARUNA HOTELS LIMITED
(CIN-L15421TN1960PLC004255)

Corporate Information

MANAGING DIRECTOR	V.ANBALAGAN (Appointed on 10.10.2015)
DIRECTOR	R.MURALIDHARAN K.RAJAKUMAR RABU MANOHAR (upto 22.09.2015) V.SUNDARESAN (Appointed on 10.10.2015) FREEDA GNANASELVAM
BANKERS	HDFC Bank Ltd.,
AUDITORS	U.C. Bhandari & Co Bangalore
REGISTRAR & SHARE TRANSFER AGENTS	M/s. MCS Share Transfer Agents Ltd 21/22, GR Floor, Kashiram Jamnadas blds P.D'Mello Road, Ghadiyal Godi, Masjid (East), Mumbai -400009 Ph:022-40206021, 23726255, 67439092
REGISTERED OFFICE	145 Sterling Road, Nungambakkam, Chennai-600 034

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ARUNA HOTELS LIMITED

(CIN- L15421TN1960PLC004255)
REGD. OFF: 145, STERLING ROAD, CHENNAI-600-034

NOTICE TO SHAREHOLDERS

Dear Shareholder(s)

Notice is hereby given that the 53rd Annual General Meeting of the Shareholders of Aruna Hotels Limited will be held on Wednesday the 30th December, 2015 at Youth Hostel, 2nd Avenue, Indira Nagar, Chennai-600020 at 9.00 A.M., to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, Profit and Loss Account for the year ended 31st March 2015 and together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2.) To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of fifth consecutive Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Bala & Co, Chartered Accountants, be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s. U.C. Bhandri & Co., Chartered Accountants, who shall hold office from the conclusion of this 53rd Annual General Meeting for term of consecutive five years till conclusion of the 58th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorized to fix such remuneration in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

“FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the Remuneration of the Auditors”.

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

RESOLVED THAT pursuant to the Provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force and Clause 49 of the Listing Agreement, Freeda Gnanaselvam kanagiah(DIN 07350172), who was appointed as an additional Director (Independent Women Director) of the Company by the Board of Directors with effect from November 27, 2015 and, who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 (1) of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Women Director of the Company, not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term upto the Annual General Meeting for the Financial Year 2019-20 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and/or committees.”

4). To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Muralidharan Ramasamy who was appointed on 1st October 2015 as an Additional Director of the Company and holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

5). To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Rajakumar Kumaruvelayatha nadar who was appointed on 1st October 2015 as an Additional Director of the Company and holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

6). To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Vaithyalingam Anbalagan who was appointed on 10 October 2015 as an Additional Director of the Company and holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

7). To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the Provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force and Clause 49 of the Listing Agreement, SUNDARESAN VAIRAKAN (DIN 07328033), who was appointed as an additional Director (Independent Director) of the Company by the Board of Directors with effect from October 10, 2015 and, who holds office upto the date of this Annual General meeting in terms of Section 161 of the Act, and in respect of whom the company has received a notice in writing from a member of the Company under section 160(1) of the Companies Act 2013, Proposing her candidature for the office of the company, not liable to hereby appointed as Independent director of the company, not liable to retire by rotation to hold office for 5 (five) consecutive years for terms upto the Annual General meeting for the financial year 2019-20 and to receive remuneration by fees, reimbursement of expenses for participation in the meeting of the board and other committees.

8). To Consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in Pursuant to the provisions of Section 196, 197, 203 and read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013("the Act"), the Consent of the shareholders be and is hereby accorded for the appointment of Mr. Vaithyalingam Anbalagan (holding DIN00059007) as a Managing Director of the Company for a period of Three years with effect from 10 October, 2015 upon the terms and conditions including remuneration, perquisites and amenities shall be as below:

Terms of Appointment:

Basic Salary: Rs. 25,000/- (Rupees Twenty Five Thousand only) per month

Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company Policy.

Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.

“RESOLVED FURTHER THAT in the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, benefits and perquisites payable or extended to Mr. Vaithyalingam Anbalagan shall be in accordance with the provisions of Section II of Part II of Schedule V to the Act, as may be in force from time to time.”

“RESOLVED FURTHER THAT in the event of any Statutory modification or amendments or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to Schedule V to the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc., within such prescribed time and to do all acts, deeds, matters and things, as it may, at its absolute discretion consider necessary, expedient or desirable to give effect to the above resolution or otherwise considered by it to be in best interest of the company.”

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

RESOLVED THAT in supersession of the resolution passed by the Company with respect to mortgaging and/or charging by the Board of Directors, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), or any statutory modification or re-enactment thereof, to the Board of Directors to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, pertaining to any one or more of the Company’s Units whose properties are agreed to be mortgaged and/or charged in certain events, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial Assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs. 100 Crores in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/ Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said term loans, debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board of Directors of the Company including a Committee thereof, be and is hereby authorized to finalize with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees, the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.

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

RESOLVED THAT in supersession of the earlier resolution passed by the Company with respect to the borrowing powers of the Board of Directors, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any statutory modification or re-enactment thereof, to the Board of Directors, borrowing moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time deem necessary, provided that the sum or sums so borrowed and remaining outstanding at any one time shall not exceed in the aggregate Rs. 100 Crores (Rupees One Hundred crores only).

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

RESOLVED THAT pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members Register and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the office of the Registrar and Share Transfer Agent of the Company viz. MCS Share Transfer Agent Ltd. 21/22, Kashiram Jamnadas Building, Ground Floor, Near Ghadiyal Godi, 5 P.D'Mello Road, Masjid (East), Mumbai – 400009 or any other its office or place within the Chennai city, instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.

12) Issue of Equity Shares to Promoters of the Company on preferential basis:

RESOLVED THAT pursuant to the provisions of Section 62 (1) (C) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital & Debentures) Rules, 2014 and other applicable provisions, if any, of the enactment thereof and in accordance with the provisions of the Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") including Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and all such other approvals, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot 29,48,156 fully paid equity shares of Rs.10/- each ("Equity Shares") at a price of Rs.72 (Rupees Seventy Two) to Promoters and Non promoters from time to time and in one or more tranches on preferential basis, on such terms and conditions and in such manner, as the Board may, in its absolute discretion, think fit. The details of allottees are given below

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Proposed allottees	Category	No of shares
Subasri Realty Private Limited	Promoter	1134271
Gay Travels Private Limited	Promoter	565277
Rani Printers Private Limited	Promoter	575000
Balasubramanian Adityan	promoter	111111
India Cabs Private Limited	Non promoter	201388
Sivels Holdings Private Limited	Non promoter	277777
Sivanthi Farms Private Limited	Non promoter	83332
Total		2948156

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the terms of the issue, entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the preferential issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution

By Order of the Board,
For **Aruna Hotels Limited**
Managing Director

Registered office: 145,
Sterling Road,
Chennai-600-034
(CIN- L15421TN1960PLC004255)

Date: 30/11/2015

Notes

- The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the special business under item No.2 to 11 of the Notice, is annexed hereto.
- A Member entitled to attend at the meeting is entitled to appoint a Proxy to attend instead of himself and the Proxy need not be a Member of the Company.**
A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed in the last page of this Annual Report. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority, as applicable.

3. During the period beginning 24 hours before the time fixed of the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of the notice in writing is given to the Company.
4. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for year 2014-15 are being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to Members for whom the E-Mail IDs are not available and who have requested for physical copies.
6. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the member at the AGM.
7. The Register of Members and Share Transfer Book will remain closed from 28.12.2015 to 30.12.2015 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31 March 2015.
8. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, MCS Share Transfer Agent Ltd. 21/22, Kashiram Jamnadas Building, Ground Floor, Near Ghadiyal Godi, 5 P.D'Mello Road, Masjid (East), Mumbai – 400009.
Email : mcsdemat@yahoo.com/uday_mcs@yahoo.in, Tel : 022-23726256/23726252
9. The Securities and Exchange Board of India (SEBI) had mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding in physical form shall submit their PAN details to the Company.
10. All documents referred to in the Notice will be available for inspection at the Company Registered Office during normal business hours on working days up to the date of AGM.

ARUNA HOTELS LIMITED

A brief profile of directors, who are proposed to be re-appointed/appointed in this AGM, nature of their expertise is specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

Muralidharan Ramasamy

Mr. Muralidharan is having over decade rich experience particularly in finance and accounts and he is a MBA (Finance) Graduate and Inter C.A. In recognition of his contribution in media and construction industry and based on the recommendation by the Board of Directors at their meeting held on 1.10.2015 has appointed as Director.

V. Anbalagan

Mr.V Anbalagan, Managing Director of Aruna Hotels Ltd is a veteran with more than 40 years' experience in Running and administration of large businesses in the capacity as CEO includes India Cabs Pvt Ltd, Gay Travels Pvt Ltd and Sun Paper Mills Ltd. He is a BSC and MBA Graduate. He also served the Tamilnadu Government as a Gazetted Officer and held honorary positions as Secretary of Travel Agents Association of India, Southern Region for 6 years and as Treasurer of SKAL Club of India affiliated to International SKAL, a club for Travel Professionals & Hoteliers for 4 years. Due to his rich experience in the field of Travel and Hotels, he can steer the Aruna Hotels business to new heights.

K Rajakumar

Mr.K. Rajakumar, the Director of Aruna Hotels Ltd, is a technocrat with valuable experience in construction and property development. He has been actively involved in Promoting projects, which includes IT parks, educational institutions, and indoor stadiums and sports excellences. He has also promoted various commercial and residential projects as the head and Chief Executive Officer of Subasri Realty Pvt Ltd, Mr.K Rajakumar is instrumental in constantly upgrading the construction techniques as a CEO of Subasri to meet the ever-changing needs of the construction industry. Mr.K Rajakumar has hands on experience and possesses in-depth knowledge. He is holding post graduation degree.

V. Sundaresan

Mr. Sundaresan is having over four decades of rich experience particularly in media and educational institution. He is a science graduates and he is having good exposure in finance area. Based on the recommendation by the Board of Directors at their meeting held on 10.10.2015 has appointed as Independent Director.

Freeda Gnanaselvam Kanagiah

Mrs. Freeda appointed as a Independent Women Director of the Company and she is rich experience in industry more than a decade.

VOTING THROUGH ELECTRONIC MEANS

Under Rule 18 of Companies (Management and Administration) Rules, 2014 Members holding shares in electronic mode who have not got their E-Mail addresses updated with the Depository Participants are requested to update their E-Mail address and any changes therein. Members holding shares in physical mode are requested to update their E-Mail address, quoting their Folio Number, to our Registrar and Share Transfer Agent, viz., MCS Share Transfer Agent Ltd. 21/22, KashiramJamnadas Building, Ground Floor, Near GhadiyalGodi, 5 P.D'Mello Road, Masjid (East), Mumbai – 400009. Email : mcsdemat@yahoo.com/uday_mcs@yahoo.in, Tel : 022-23726256/23726252

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members facility to exercise their right to vote at the Seventeenth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

I. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select "ARUNA HOTELS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given in points (vi) and (vii).
- (vi) Fill up the following details in the appropriate boxes:

For Members holding shares both in Demat Form and physical form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio