



# **ARUNA HOTELS LIMITED**

**56<sup>th</sup>**

**Annual Report  
2017- 2018**

# ARUNA HOTELS LIMITED

(CIN-L15421TN1960PLC004255)

## Corporate Information

### BOARD OF DIRECTORS

V.ANBALAGAN (DIN:00059007)	- MANAGING DIRECTOR
R.MURALIDHARAN (DIN: 07092976)	- NON EXECUTIVE DIRECTOR
K.RAJAKUMAR (DIN: 05187894)	- NON EXECUTIVE DIRECTOR
N. SUYAMBU (DIN: 07718798)	- INDEPENDENT DIRECTOR
FREEDAGNANASELVAMKANAGIAH (DIN: 07350172)	- INDEPENDENT WOMEN DIRECTOR

### MANAGEMENT

AJAY SHUKLA	- COMPANY SECRETARY
NAGARAJ.P	- CHIEF FINANCIAL OFFICER

### AUDITORS

M/s. BALA&CO , Chennai	- STATUTORY AUDITOR
M/S. JEEVANJYOTI NAYAK & ASSOCIATES	- SECRETARIAL AUDITOR

### BANKERS

### REGISTRAR & SHARE

### TRANSFERAGENTS

- HDFC BANK Ltd.,
- M/s.MCS SHARE TRANSFER AGENT LTD,
- 002,GROUND FLOOR,
- KASHIRAM JAMNADAS
- BUILDING, NO5P'. DMELLO ROAD,
- MASJID (EAST), MUMBAI-400009
- Ph: 022-40206022

### REGISTERED OFFICE

- 145,STERLING ROAD,
- NUNGAMBAKKAM,
- CHENNAI-600034.

**CONTENTS**

1.	Notice to Members	-	3
2.	Directors Report	-	10
3.	Management Discussion and Analysis Report	-	17
4.	MGT-9 (Extract of Annual Return)	-	19
5.	Secretarial Audit Report	-	29
6.	Corporate Governance Report	-	32
7.	Certificate on Corporate Governance Report	-	45
8.	Auditors Report	-	46
9.	Balance Sheet as at March 31,2018	-	52
10.	Statement of Profit & Loss as at March 31,2018	-	53
11.	Statement of Cash Flow Statement as at March 31,2018	-	54
12.	Notes to the Financial statement as at March 31,2018	-	57
13.	Significant Accounting Policies	-	64

**NOTICE TO MEMBERS**

Notice is hereby given that the Fifty Sixth Annual General Meeting of the Members of ARUNA HOTELS LIMITED, will be held Thursday, September 20<sup>th</sup>, 2018 at 09:00 AM at “Youth Hostel” 2nd Avenue, Indira Nagar, Chennai – 600 020, to transact the following business:

**ORDINARY BUSINESS:**

**Item No.1 Adoption of Financial Statement:**

To consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2018 together with the report of board of Directors and the Auditors thereon.

**Item No.2 Re-Appointment of Director:**

To consider appointment of Director in place of Mr. Muralidharan Ramasamy (DIN: 07092976) who retires by rotation as per Section 152 and being eligible offers, himself for re-appointment.

**SPECIAL BUSINESS**

**Item No:3 Raising of funds by the company through unsecured loans**

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

“RESOLVED THAT pursuant to the provisions of Section 62(3), 180 (1)(c) and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to avail unsecured loan, in one more tranches, from Promoters (“Lender”) aggregating upto Rs. 50 Crores with an option to convert the entire loan amount into equity shares of the Company on such price, terms and conditions as may be stipulated in the financing documents/agreements to be entered between the Company and the Lender

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to raising of unsecured loan and /or exercising of conversion option and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.

By order of the Board  
For Aruna Hotels Limited

Date : 17.08.2018

Place : Chennai

Vaithyalingam Anbalagan  
Managing Director  
DIN: 00059007

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** 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. A Member holding more than ten per cent 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 a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorising the representative to attend and vote on their behalf at the Meeting.
3. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Company's Registrar and Share Transfer Agents for its Share Registry Work (Physical and Electronic) are **M/s. MCS Share Transfer Agents Ltd**, having their office premises at **002, ground floor, KashiramJamnadas Building 5, P.Demello Road, Masjid East Mumbai – 400009**. The Register of Members and Transfer Books of the Company will be closed from **14<sup>th</sup> September 2018 to 20<sup>th</sup> September 2018 (both days inclusive)**.
5. Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and protection Fund Authority (Accounting, Audit, transfer and Refund) Rules, 2016 as amended, dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF) administered by the central Government. As on date, there are no Unclaimed dividends.
6. 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 their PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company along with the proof thereof.
7. Members holding shares in physical form are requested to advise any change of address and are also to submit their specimen signatures duly attested by their Bank immediately to the Company. Members holding shares electronically in dematerialized form must advise any change of address to their respective Depository Participant.
8. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules thereon. Members desiring to avail this facility

may send their nomination in the prescribed Form No. SH - 13 duly filled in to M/s. MCS Share Transfer Agents Ltd, at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.

9. Members holding shares in physical form requested to intimate any change of bank mandate to M/s. MCS Share Transfer Agents Ltd / to the Company immediately.
10. Pursuant to regulation 44 of the SEBI Listing Regulations, 2015, read with Section 108 of the Companies Act, 2013, and the relevant Rules, the Company has entered into an arrangement with CDSL to facilitate the members to exercise their right to vote at the AGM by electronic means. Instructions for exercise of voting rights by electronic means are furnished separately in the Annual Report.
11. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. MCS Share Transfer Agents Ltd, cannot act on any request received directly from the members holding shares in electronic form for any change in the bank particular or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
12. Members are requested to:
  - (i) intimate to the Company's Registrar and Transfer Agents, M/s. MCS Share Transfer Agents Ltd, at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
  - (ii) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
  - (iii) quote their folio numbers/Client ID/DP ID in all correspondence;
  - (iv) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
13. Re-appointment of Directors:

Name of the Director	Mr. MURALIDHARAN RAMASAMY DIN No. 07092976
Date of Birth	19/06/1976
Age	42
Qualification	Post Graduate
List of companies in which directorship is held as on 31 <sup>st</sup> March, 2018	Nil
Shareholding as on 31 <sup>st</sup> March, 2018	
a) Held individually	Nil
b) Held jointly with others	

14. In terms of Regulations 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the secretarial standard -2 on "General Meeting, the particulars of Directors seeking to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below. Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

15. The Notice of the 56<sup>th</sup>AGM along with the Annual Report of 2017-18 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depository Participants, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the 'Green Initiative' Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. [www.arunahotels.com](http://www.arunahotels.com).
16. Members desiring any information as regards the Accounts are requested to write to the Company Secretary at an early date so as to enable the management to reply at the meeting. For any communication, the Members may also send requests to the Company's investor email id: [cs@ah Chennai.com](mailto:cs@ah Chennai.com).
17. Voting through electronic means  
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 Regulations, the Company is pleased to offer e-voting facility to its members to exercise their right to vote at the 56<sup>th</sup> Annual General Meeting (AGM) by electronic means in respect of the businesses to be transacted at the AGM, through the remote e-voting platform provided by M/s. MCS Share Transfer Agents Ltd (MCS).
- The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. Facility of voting through ballot shall also be made available at the meeting.
18. Pursuant to the provisions of Section 47 of the Companies Act, 2013 the preference shareholders of the Company are entitled to vote on all the resolutions as mentioned in the aforesaid Notice.

The Procedure and instructions for remote e-voting are as under:

Voting through electronic means will commence on 17<sup>th</sup> September 2018 at 9:00 AM and will end on 19<sup>th</sup> September 2018 at 5:00 PM. The members will not be able to cast their vote electronically beyond the date and time mentioned above.

- i. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of remote e-voting shall be reckoned in proportion to their shares of the paid up equity share as on the cut – off date being 13<sup>th</sup> September 2018.
- ii. Any person who acquires Shares of the Company and become Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. 13<sup>th</sup> September 2018, may obtain the User Id and password in the manner as mentioned below:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "SHAREHOLDERS" Tab
- (iii) Select "ARUNA HOTELS LIMITED" from the drop down box and click "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<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>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field(SI. No. mentioned in your address label can be used as Sequence No. for this purpose).</li> </ul>
<b>DOB#</b>	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.
<b>Dividend bank details#</b>	Enter the dividend bank details as recorded in your demat account or in company records for the said demat account or Folio

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach ‘Set Password’ 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Aruna Hotels Limited.
- (xii) 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.
- (xiii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account (s) which they wish to vote on and then cast their vote. They



should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- iii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iv. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- v. The Scrutinizers shall within a period not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- vi. Mr. M.Damodaran, Proprietor of Mr M.Damodaran and associates Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii. The Results shall be declared after remote E voting and physical ballot after the AGM of the Company and the resolutions will be deemed to be passed on the date of the Company subject to the receipt of requisite number of votes in favor of the resolution. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CSDL and communicated to the Stock Exchanges.

- viii. Details of persons to be contacted for issues relating to e-voting:

Mr. MADHUKAR / Mr. SUBODH

MCS SHARE TRANSFER AGENT LTD

Unit: Aruna Hotels Limited

002, Ground Floor, Kashiram Jamnadas Building,

15 P D mello Road, GhadiyalGodi,

Mumbai - 400 009

Tel. No.: 022-40206022/23/24

E-mail: [mparase@yahoo.com](mailto:mparase@yahoo.com)/[subodh@mcsregistrar.com](mailto:subodh@mcsregistrar.com)

- ix. Details of Scrutinizer: Mr. M. Damodaran, Practicing Company Secretary

- a) The Scrutinizer’s decision on the validity of the vote shall be final.
- b) Once the vote on a resolution stated in this notice is cast by shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the Meeting; however such member shall not be allowed to vote again.
- c) The Scrutinizer after scrutinizing the votes cast at the Meeting by Poll and through remote e-voting, will not later than two (2) days of conclusion of the Meeting, make a consolidated Scrutinizer’s Report and submit the same forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.
- d) The Results declared along with the consolidated Scrutinizer’s Report shall be hosted on the website of the Company ([www.arunahotels.com](http://www.arunahotels.com)). The Results shall simultaneously be communicated to Bombay Stock Exchange Limited.

- e) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 20.09.2018 subject to receipt of the requisite number of votes in favor of the Resolutions.

**ANNEXURE TO THE NOTICE**

STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 201

**ITEM No.3 Raising of funds by the Company through unsecured loan .**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance of aggregating up to Rs. 50 Crores through The Promoters and Promoter group as unsecured loan to the Company with an option to convert the entire loan amount into equity shares of the Company on such price, terms and conditions as may be stipulated in the financing documents/agreements to be entered between the Company and the Lender as per the provision of Section 62(3), 180 (1)(c) and other applicable provisions, if any of the Companies Act, 2013.

The Promoters and Promoter group for providing unsecured loan details as given below: (Rs. In Crores)

SL NO.	Name	Unsecured Loan
1	SUBASRI REALTY PRIVATE LIMITED	20
2	GAY TRAVELS PRIVATE LIMITED	20
3	RANI PRINTERS PRIVATE LIMITED	5
4	SRI DEVI AGENCIES PRIVATE LIMITED	1

None of Director, Key Managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship in the Company.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution.

The Board recommends the Special resolutions set out in the Notice in the interest of the Company.