



ARUNA HOTELS LIMITED

57th

**Annual Report
2018-2019**

ARUNA HOTELS LIMITED

(CIN-L15421TN1960PLC004255)

Corporate Information

BOARD OF DIRECTORS

M.S.DAVID (DIN:08539011)	- MANAGING DIRECTOR
R.MURALIDHARAN (DIN: 07092976)	- NON EXECUTIVE DIRECTOR
K.RAJAKUMAR (DIN: 05187894)	- NON EXECUTIVE DIRECTOR
N.SUYAMBU (DIN: 07718798)	- INDEPENDENT DIRECTOR
FREEDA GNANASELVAM KANAGIAH (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 TRANSFER AGENTS

- HDFC BANK LTD.,
- M/s.MCS SHARE TRANSFER AGENT LTD,
- 209-A, C-WING, 2ND FLOOR,
- GOKUL INDUSTRIAL
- ESTATE,SAGBAUG,
- MAROL CO-OP INDUSTRIAL AREA,
- B/H TIMES SQUARE, ANDHERI (E),
- MUMBAI – 400 059
- PH: 022-28516020 / 6021 / 6022 / 6023 (D)
- MOB: 9969569190

REGISTERED OFFICE

- 145,STERLINGROAD,
- NUNGAMBAKKAM, CHENNAI-600034.

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NOTICE TO MEMBERS

Notice is hereby given that the Fifty Seventh Annual General Meeting of the Members of ARUNA HOTELS LIMITED, will be held Monday, September 30, 2019 at 09:00 AM at “Youth Hostel” 2nd Avenue, Indira Nagar, Chennai – 600 020, to transact the following Business:

ORDINARY BUSINESS:

- 1 To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board of Directors and Auditors thereon in this regard, pass the following resolutions as Ordinary Resolution:**
“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- 2 To consider appointment of Director in place of Mr.Rajakumar Kumaravelayathandar (DIN: 05187894) who retires by rotation as per Section 152 and being eligible offers, himself for re-appointment as a Director and in this regard, pass the following resolution as an as Ordinary Resolution:**
“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr.RajakumarKumaravelayathandar (DIN: 05187894), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3 Appointment of Mr M.S.David as Managing Director.**
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 Sections 2(94), 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof and guidelines issued by central Government from time being force) approval of the members be and is hereby accorded to the appointment of **Mr M S DAVID** (holding Director Identification Number 08539011) as Managing Director of the Company for a period of 3 Years with effect from 29.8.2019 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and **Mr M S David**.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution

By order of the Board
For Aruna Hotels Limited

Date : 29-08-2019
Place : Chennai

M S David
Managing Director
DIN: 08539011

NOTES:

- 1 The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the special business under Item No 3 of the Notice is annexed hereto.
- 2 **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.
- 3 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.
- 4 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.
- 5 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 209-A, C-Wing, 2nd Floor, Gokul Industrial Estate, Sagbaug, Marol Co-op Industrial Area, B/H Times Square, Andheri (E), Mumbai – 400 059. The Register of Members and Transfer Books of the Company will be closed from 24th September 2019 to 30th September 2019 (both days inclusive).
- 6 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.
- 7 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.
- 8 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.
- 9 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.

- 10 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.
- 11 SEBI vide notification No.SEBI/LD-NRO/GN/2018/24 dated June 8, 2018, has amended Regulation 40 of Listing Regulations, mandating transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) which shall be effective April 1, 2019. Accordingly requests for transfer of securities of listed entities shall not be processed unless the securities are held dematerialised form with depositories. In view of the same Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management.
- 12 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.
- 13 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.
- 14 Members are requested to:
 - intimate to the Company's Registrar and Transfer Agents, M/s. MCS Share Transfer Agents Ltd, at the abovementioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - 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;
 - quote their folio numbers/Client ID/DP ID in all correspondence;
 - Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
- 15 Re-appointment of Directors:

Name of the Director	Mr.RajakumarKumaravelayathandar (DIN: 05187894)
Date of Birth	15/05/1962
Age	57
Qualification	Post Graduate
List of companies in which directorship is held as on 31 st March, 2019	1
Shareholding as on 31 st March, 2019 <ul style="list-style-type: none"> • Held individually • Held jointly with others 	Nil

- 16 In terms of Regulations 26(4) and Regulation 36(3) of the of 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 In Corporate Governance. So Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

- 17 The Notice of the 57th AGM along with the Annual Report of 2018-19 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 2018-19 will also be available on the Company’s website viz. www.arunahotels.com.
- 18 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@ahllchennai.com.
- 19 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 57th 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.
- 20 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.
- 21 NO copies of the Annual Report will be distributed at the venue of the Annual General Meeting. Members are requested to kindly bring their copy of the Annual Report for the Meeting.

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

Voting through electronic means will commence on 27th September 2019 at 9:00 AM and will end on 29th September 2019 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 23rd September 2019.
- (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. 23rd September 2019, may obtain the User Id and password in the manner as mentioned below:
 - 1 The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2 Click on “SHAREHOLDERS” Tab
 - 3 Select “ARUNA HOTELS LIMITED” from the drop down box and click “SUBMIT”

4. Now 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • 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. • 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 (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose).
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 company records for the said demat account or Folio

8. After entering these details appropriately, click on “SUBMIT” tab.
9. 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password Confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for Aruna Hotels Limited.
12. 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.
13. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
14. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

16. You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
 17. 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.
 18. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 19. 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 Corporate. 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 under help section or write an email to 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
 209-A, C-Wing, 2nd Floor, Gokul Industrial Estate,
 Sagbaug, Marol Co-op Industrial Area,B/H Times
 Square, Andheri (E), Mumbai – 400 059
 Ph: 022 – 28516020 / 6021 / 6022 / 6023
 (D) Mob: 9969569190
 E-mail: mparase@yahoo.com/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.arunahotel.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. 30.09.2019 subject to receipt of the requisite number of votes in favor of the Resolutions.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") forming part of the Notice of the 57th Annual General Meeting of the Company.

The following Explanatory statement sets out all material facts relating to the Special Business under Item No. 3 mentioned in the accompanying Notice dated 29th August, 2019.

Based on the recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors of the Company at its meeting held on 29.08.2019 has, subject to approval of members, appointed Mr M S David (DIN: 08539011) as the Managing Director of the Company for the period of 3 (three) years, pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 and the Rules made there under read with Schedule V of the Act and the Articles of Association of the Company.

Mr. M S David is the Managing Director of our Company is a veteran with more than 40 years' experience as a Professional in running a Publication, as an able task master and he steered the Publication as an effective running Printing and Publications business. Due to his rich experience he can steer the Aruna Hotels as a successful running venture.

The Board is of the view that the appointment of Mr. M S David as Managing Director of the Company, from his experience and expertise, successfully meet the challenges and requirements of the Company in a highly competitive market environment.

The details of the proposed remuneration package are detailed below:

1. Salary at rate of Rs.33000/- pm
2. Perquisites - Nil

Termination: The employment may be terminated by either party giving to the other party Two months' notice at any time within the period of 3 Years .