

James Hotels Limited

BOARD OF DIRECTORS

Mr. Haravtar Singh Arora, Chairman cum Managing Director
Mr. Ajit Pal Singh
Mr. Neeraj Mahindroo
Mr. Daljit Singh Sidhu
Mr. Amit Julka
Mr. Amardeep Singh Brar

AUDITORS

M/s Vasudeva & Associates
Chartered Accountants
SCO-32-35, First Floor,
Sector-8-C,
Chandigarh.

CHIEF FINANCIAL OFFICER

Mr. Bharat Bhushan Goel

COMPANY SECRETARY

Ms. Puja Sharma

BANKERS

State Bank of India, Sector 17-B, Chandigarh-160017
Punjab National Bank, Sector 17-B, Chandigarh-160017
United Bank of India, Sector-17, Chandigarh.

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NOTICE

NOTICE is hereby given that the **33rd Annual General Meeting** of the members of James Hotels Limited will be held on Tuesday, the 30th day of September, 2014 at 10.00 A.M. at Indira Holiday Home, Sector 24-B, Chandigarh to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended on 31st March, 2014 and Balance Sheet as on that date of the Company, together with the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Ajit Pal Singh, who retires by rotation and being eligible, offers himself for re-appointment.
3. TO PASS IF THOUGHT FIT, WITH OR WITHOUT MODIFICATION(S) IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

TO APPOINT AUDITORS AND FIX THEIR REMUNERATION.

"RESOLVED THAT M/s Vasudeva & Associates, Chartered Accountants, having office at Chandigarh, the Statutory Auditors of the company, retiring at the ensuing Annual General Meeting, being eligible offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of Second Consecutive Annual General Meeting (subject to the ratification of their appointment at every Annual General Meeting) at such remuneration as may be fixed by the Board of Directors of the company in consultation with M/s Vasudeva & Associates, Chartered Accountants.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as a special resolution :

"RESOLVED THAT the resolution passed by the Board of Directors at its meeting held on 22.10.2013 and on being approved by the Remuneration Committee also in partial modification of the earlier resolution passed by the Board of Directors dated 09.04.2010 which were passed pursuant to the provisions of Articles of Association of the Company and the then Section 198, 269, 309 read with Schedule XIII of the Companies Act, 1956 and now pursuant to the applicable provisions of the Companies Act, 2013 to the extent mentioned herein in respect of the provisions governing the appointment of Sh. Haravtar Singh Arora as the Managing Director of the Company, the resolution passed by the Board be and is hereby ratified and adopted for the fixation of monthly remuneration of Mr. Haravtar Singh Arora at Rs. 1,25,000/- per month effective from October, 2013."

5. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as a special resolution :

" RESOLVED THAT pursuant to provisions of section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and is hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as an ordinary resolution :

APPOINTMENT OF MR. NEERAJ MOHINDROO AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, of any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with schedule IV of the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Neeraj Mohindroo** (DIN: 01240807), a non- executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for an another term of five years.”

7. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as an ordinary resolution :

APPOINTMENT OF MR. AMIT JULKA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, of any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with schedule IV of the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Amit Julka** (DIN: 05246883), a non- executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for an another term of five years.”

8. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as an ordinary resolution :

APPOINTMENT OF MR. AMARDEEP SINGH BRAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, of any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with schedule IV of the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Amardeep Singh Brar** (DIN: 02052759), a non- executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for an another term of five years.”

9. To consider and, if thought fit, to pass with/ without modification(s) the following resolution as an ordinary resolution :

APPOINTMENT OF MR. DALJIT SINGH SIDHU AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, of any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with schedule IV of the Act, as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Daljit Singh Sidhu** (DIN: 03484720), a non- executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for an another term of five years.”

By order of the Board of Directors
For **JAMES HOTELS LIMITED**

Place: Chandigarh
Date: 12th August, 2014

Sd/-
(Puja Sharma)
Company Secretary

James Hotels Limited

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him self/her self. The proxy need not to be a member of the company. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the annual general meeting. A blank proxy form is enclosed here with.

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. In case proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.

2. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013, relating to the special business as set out in item no. 4 to 9 are annexed hereto.

3. Members are requested to notify any change in their address, along with their pin code quoting their Folio No. and relevant particulars.

4. Members desiring any information on the business to be transacted at the meeting are requested to write to the Company at least 10 days in advance to enable the management to keep the information, as far as possible ready at the meeting.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2014 to 30th September, 2014 (both days inclusive).

6. The share holders holding shares in identical order or names in more than one folio are requested to write to the Company's Share Department for consolidation of such shares enclosing their share certificate.

7. The members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

8. The members are advised that no gift/gift coupons will be distributed at the Annual General Meeting of the Company.

9. Members/Proxies should bring the Attendance slip sent here with duly filled in and signed and hand over the same at the entrance of the Hall.

10. The share holders are requested to bring their copy of Annual Report at the Meeting.

11. 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 their 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 the Company.

12. Electronic copy of the Annual Report for 2013-14 is being sent to all members whose e-mail IDs are registered with the Company/ Depository Participant (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) , on all resolutions set forth in this notice.

The instructions for e-voting are as under :

A. NSDL shall be sending the User ID and Password, to those members whose shareholding is in the dematerialized form and whose email addresses are registered with the Company/ Depository Participants. For members who have not registered their email addresses, can use the details as provided in the e-voting instruction being sent along with the Notice.

B. Open the internet browser and type the following URL: www.evoting.nsdl.com.

C. Click on the Shareholder – login.

D. Put User ID and Password as provided in this document and click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for your login.

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E. If you are logging in for the first time, the password change menu will appear. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

F. Once the e-voting home opens, click on e-voting : Active Voting Cycles.

G. Select "EVEN (Electronic Voting Event Number)" of James Hotels Limited.

H. Once you enter the Cast Vote page will open. Now you are ready for e-voting.

I. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

J. Upon confirmation, the message "Vote cast successfully" will be displayed.

K. Once you have voted on the resolution, you will not be allowed to modify your vote.

L. Institutional shareholders (i.e other than individuals, HUF , NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at meenarohilla@gmail.com with a copy marked to evoting@nsdl.co.in.

General Instructions for e-voting :

i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com. You can also contact NSDL via email at evoting@nsdl.co.in.

ii. 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).

iii. The e-voting period commences on 25/09/2014 and ends on 26/09/2014. 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 29/08/2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

iv. The voting rights of shareholders, shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date i.e 29/08/2014.

v. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form ,as on the cut-off date (record date)of 29/08/2014 and not casting their vote electronically, may only cast their vote at the 33rd Annual General Meeting.

vi. Ms Meena Rohilla, Company Secretary in Practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vii. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

viii. The Results shall be declared on or after the 33rd Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jameshotels.in and on the website of NSDL within two (2) days of passing of the resolutions at the 33rd Annual General Meeting of the Company on 30/09/2014 and communicated to BSE.

ix. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS(Local ECS/ Regional ECS / National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the Companies or their Registrar and Transfer Agent (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the Companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the Companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank accounts are available with their respective depository participants and the Company/ its RTA to facilitate necessary payments through electronic mode.

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Members are informed that the Board of Directors vide the resolution dated 09.04.2010 appointed Mr. Haravtar Singh Arora as the Managing Director of the Company without any remuneration when the Company was not operational whereas now, since April 2012, the hotel has become operational and the presence, supervision and the scope of management by Mr. Haravtar Singh Arora has increased manifolds for handling various functional matters and administrative affairs of the Company. Under his able guidance and result-oriented approach, the company has been able to carve a niche in the market and enlarge its circle. Keeping in view his whole hearted efforts, involvement and his expertise in handling even tough situations tactfully, your Board of Directors (on the recommendation of the Remuneration Committee) passed resolution dated 22.10.2013 fixing a monthly remuneration of Rs. 1,25,000/- to Mr. Haravtar Singh Arora, Managing Director w.e.f. 01.10.2013 subject to the ratification by the shareholders of the Company.

It is recommended by the Board to pass this resolution as a special resolution. Except Mr. Haravtar Singh Arora and Mr. Ajit Pal Singh, none of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 4 of the Notice.

ITEM NO. 5

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft of AoA of the Company viz;

1. Provisions relating to the appointment of independent and women directors have been added.
2. Provisions relating to the appointment of key managerial personnel have been added.
3. Provisions relating to giving of special notice by shareholders for moving and resolution at a shareholders meeting have been amended in accordance with the Act.
4. Provisions relating to disclosures to be made by directors at meetings of the board and vacation of office by directors have been amended in accordance with the Act.
5. Provisions relating to use of electronic medium to communicate with the shareholders and directors have been added.
6. Various existing articles have been aligned with the Act.
7. The statutory provisions of the Act which permit a company to do some acts "of so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto and including the date of Annual General Meeting.

None of the Directors and key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the special resolution set out at Item no. 5 of the Notice.

The Board of Directors recommends the special resolution for your approval.

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ITEM NO. 6

Mr. Neeraj Mohindroo is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the Company in December 2005. He is a Commerce Graduate and has to his credit 30 years of experience in real estate industry.

None of the Director other than Mr. Neeraj Mohindroo and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

ITEM NO. 7

Mr. Amit Julka is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the Company in March 2012. He is a Graduate and has to his credit 10 Years of experience in real estate and Hospitality industry.

None of the Director other than Mr. Amit Julka and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

ITEM NO. 8

Mr. Amardeep Singh Brar is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the Company in May 2013. He is a Graduate and has to his credit 10 Years of experience in real estate and Hospitality industry.

None of the Director other than Mr. Amardeep Singh Brar and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

ITEM NO. 9

Mr. Daljit Singh Sidhu is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the Company in October 2011. He is a Graduate and has to his credit 12 years of experience in Automobile Industry.

None of the Director other than Mr. Daljit Singh Sidhu and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

By order of the Board of Directors
For **JAMES HOTELS LIMITED**

Place: Chandigarh
Date : 12TH August, 2014

Sd/-
(Puja Sharma)
Company Secretary

James Hotels Limited

**DISCLOSURE PURSUANT TO CLAUSE 49 IV(G) OF THE LISTING AGREEMENT
RELATING TO DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE
ANNUAL GENERAL MEETING**

NAME OF THE DIRECTOR	Mr. Ajit Pal Singh	Mr. Neeraj Mohindroo	Mr. Amit Julka	Mr. Daljit Singh Sidhu	Mr. Amardeep Singh Brar
DATE OF BIRTH	21.08.1981	24.07.1960	01/02/1971	15/07/1970	14.01.1981
DATE OF APPOINTMENT	27.08.2010	20.12.2005	26/03/2012	29/10/2011	30.05.2013
EXPERTISE IN SPECIFIC FUNCTIONAL AREA	Textile Trading	Accounts & Finance	Real Estate & Hospitality	Business	Business
QUALIFICATIONS	B.Sc (IT)	B.Com	Graduation	Graduation	MBA
RELATIONSHIP BETWEEN DIRECTOR INTER-SE	Nephew of Mr. Haravtar Singh Arora	NIL	NIL	NIL	NIL
SHAREHOLDING IN THE COMPANY	410455	NIL	NIL	NIL	NIL
LIST OF PUBLIC COMPANIES IN WHICH OUTSIDE DIRECTORSHIP HELD	NIL	NIL	NIL	NIL	NIL
CHAIRMAN/ MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF OTHER PUBLIC LIMITED COMPANIES IN WHICH HE/SHE IS A DIRECTOR					
a) AUDIT COMMITTEE	NIL	NIL	NIL	NIL	NIL
b) SHAREHOLDERS COMMITTEE	NIL	NIL	NIL	NIL	NIL

By order of the Board of Directors
For **JAMES HOTELS LIMITED**

Place: Chandigarh
Date: 12th August, 2014

Sd/-
(Puja Sharma)
Company Secretary

James Hotels Limited

DIRECTOR'S REPORT

Dear Share holders,

Your Directors have pleasure in presenting their 33rd Annual report together with the Audited Profit And Loss Account Statement for the year ended on 31st March, 2014 and Balance Sheet as at 31st March, 2014.

PRESENT STATUS OF THE PROJECT

All the 138 rooms, Swimming Pool and Hippodrome (Night Club) earlier under progress have now been fully completed. The hotel is running under capacity as 28 rooms of the sixth floor although fully completed but are yet not brought under operation.

FINANCIAL RESULTS

	2013-2014 (Rs. In Lacs)	2012-2013 (Rs. In Lacs)
Gross Operating Profit / (Loss) before Financial Charges & Depreciation	672.25	486.92
Less : Financial Charges	725.71	149.58
Less : Depreciation	959.25	490.97
Add : Exceptional Income	0	2.86
Net Profit / (Loss)	(1012.70)	(150.77)

FINANCIAL PERFORMANCE

2013-14 being the second year of operationalization of the Company, the Company earned Gross Operating Profit before Financial Charges and Depreciation of Rs. 672.25 lacs as compared to loss of Rs. 486.92 lacs in the previous year. However, after providing for financial charges and depreciation, the Net loss is Rs. 1012.70 lacs as compared to loss of Rs. 150.77 Lacs in the previous year. Since the day one of the commencement of operation, the company has been facing acute shortage of funds for want of financial assistance from banks and financial institutions. The Company had to get its loan restructured even than the financial position could not be improved for want of additional term loan and working capital which the banks did not consider and refused for want of promoters contribution.

DIVIDEND

During the year 2013-14 the Company incurred a net loss of Rs. 1012.70 Lacs, hence your Directors have not recommended any dividend.

PUBLIC DEPOSITS

The Company has not accepted any Public deposits under section 73 of the Companies Act, 2013. Unsecured Loans from Directors are exempt deposit in conformity with the applicable provisions of the Companies Act, 2013 & rules framed thereunder.

DIRECTORS

In accordance with the Companies Act, 1956 read with the Articles of Association of the Company, Mr. Ajit Pal Singh, Promoter Director of the Company retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

In accordance with the provisions of section 146 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Neeraj Mohindroo, Mr. Amit Julka, Mr. Daljit Singh Sidhu and Mr. Amardeep Singh Brar are proposed to be appointed as Independent Directors of the Company for a period of five years commencing from Sep 30, 2014

A brief profile of the above Directors, nature of their expertise in specific functional areas, name of Companies in which they hold directorship and/ or membership / Chairmanship of Committees of the respective Boards, shareholding, etc. as stipulated under Clause 49 of the Listing Agreement is given in the Section on Corporate Governance Report forming part of this Annual Report.

Your Board recommends the above appointments/reappointments of Directors in the interest of the Company.