



# ARUNA HOTELS LIMITED

**54<sup>th</sup>**

Annual Report  
2015-2016

## ARUNA HOTELS LIMITED

(CIN - L15421TN1960PLC004255)

### Corporate Information

#### BOARD OF DIRECTORS

VAITHYALINGAM ANBALAGAN	- MANAGING DIRECTOR
R.MURALIDHARAN	- NON EXECUTIVE DIRECTOR
K.RAJAKUMAR	- NON EXECUTIVE DIRECTOR
V.SUNDARESAN	- INDEPENDENT DIRECTOR
FREEDA GNANASELVAM KANAGIAH	- INDEPENDENT WOMEN DIRECTOR

#### MANAGEMENT

BALAJI GANDLA	- COMPANY SECRETARY
NAGARAJ .P	- CHIEF FINANCIAL OFFICER

#### AUDITORS

BALA & CO., Chennai.	- STATUTORY AUDITOR
V.RAJENDRAN	- SECRETARIAL AUDITOR

#### BANKERS

REGISTRAR & SHARE TRANSFER AGENTS	- HDFC BANK Ltd., - <b>M/s.MCS SHARE TRANSFER AGENT LTD,</b> - 002, Ground Floor, Kashiram Jamnadas - Building, No 5 P'.D mello Road, - Masjid (East), Mumbai - 400 009 - Ph: 022-40206022
--------------------------------------	---

REGISTERED OFFICE	-145,STERLING ROAD, - NUNGAMBAKKAM, - CHENNAI-600 034.
-------------------	--

**ARUNA HOTELS LIMITED**

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Fifty Fourth Annual General Meeting of the members of ARUNA HOTELS LIMITED, will be held on Thursday, 29<sup>th</sup> September 2016 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 receive, consider and adopt the Audited Financial Statements as at 31<sup>st</sup> March 2016 together with the report of the Directors and the Auditors thereon.

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

To Consider the appointment of the 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.

**Item No.3.Ratification of Appointment of Statutory Auditor of the Company:**

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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Bala & Co. (FRN: 000318S) as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the financial year 2016-17, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and Statutory Auditor and Audit Committee."

**SPECIAL BUSINESS**

**Item no.4. Servicing of documents:**

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

**"RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

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

By Order of the Board

Date:10.08.2016  
Place: Chennai

**(BALAJI GANDLA)**  
**COMPANY SECRETARY**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent 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 shareholder.

2. A form of proxy is enclosed to this Notice. No instrument of proxy shall be valid unless:
  - (i) it is signed by the member or by his/her attorney duly authorized in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his/her attorney duly authorized in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorized in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalized Bank.
  - (ii) it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Transfer Agent.
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. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The 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, Kashiram Jamnadas Building, 5, P. Demello road, Masjid East Mumbai – 400009
6. The Register of Members and Transfer Books of the Company will be closed from 24th September 2016 to 29th September 2016 (both days inclusive).
7. Pursuant to Section 205A and Section 205C of the Companies Act, 1956, 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.
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 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

## ARUNA HOTELS LIMITED

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.

10. In accordance with the provisions of Section 101 and 136 of the Companies Act, 2013 read with Rules framed there under, the Annual Report of the Company for the financial year 2015-16 and this Notice inter alia indicating the process and manner of Remote e-voting along with attendance sheet and proxy form are being sent by e-mail to those members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. In support of the Green Initiative, the members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agents, M/s. MCS Share Transfer Agents Ltd., as the case may be.

**11. Re-appointment of Directors:**

In terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a brief profile of directors, who are proposed 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.

Name of the Director	Mr. MURALIDHARAN RAMASAMY
Date of Birth	19/06/1976
Age	40
Qualification	Post Graduate
List of companies in which directorship is held as on 31st March, 2016	NIL
Shareholding as on 31st March, 2016 a) Held individually b) Held jointly with others	NIL

**12. 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 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to offer e-voting facility to its members to exercise their right to vote at the 54<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.

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

Voting through electronic means will commence on 26<sup>th</sup> September 2016 at 9:00 AM and will end on 28<sup>th</sup> September 2016 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 22<sup>nd</sup> September 2016.

## ARUNA HOTELS LIMITED

- 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. 22<sup>nd</sup> September 2016, 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>	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
•	• 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).
<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.

## ARUNA HOTELS LIMITED

- (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 favour 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 favour or against, if any, forthwith to the Chairman of the Company.
- vi. M. Damodaran, Proprietor of Mr. M.Damodaran & 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 AGM of the Company subject to the receipt of requisite number of votes in favour 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. UDAY MOGAVEERA  
MCS SHARE TRANSFER AGENT LTD  
Unit: Aruna Hotels Limited  
002, Ground Floor, Kashiram Jamnadas Building,,  
5 P D mello Road, Ghadiyal Godi,  
Mumbai - 400 009  
Tel. No.: +91 022 23726252 / 6253 / 6254 / 6255;  
Fax No.: +91 022 23626256;  
E-mail: [uday\\_mcs@yahoo.in](mailto:uday_mcs@yahoo.in)
- ix. Details of Scrutinizer: Mr. M.Damodaran, Practicing Company Secretary
- a) The Scrutinizer’s decision on the validity of the vote shall be final.

## ARUNA HOTELS LIMITED

- 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 scrutinising 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 authorised 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 BSE Limited.
- e) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29.09.2016.

### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013**

#### **ITEM NO.4.**

##### **A) Meaning, Scope & Implication of the items of the business:**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 10<sup>th</sup> August 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

##### **B) Interest of Director, Key Managerial Personnel and their relatives:**

None of the

- i. Directors
- ii. Key Managerial Personnel (CEO, CFO ) if any
- iii. Relatives of the persons mentioned in i & ii

are interested in the above said resolution.

##### **C) Relevance of Resolution in any other Company:**

The above resolution does not affect any other company.

##### **D) Inspection of Documents:**

There are no documents available for inspection pertaining to the resolution.