



Date: 07/10/2016

To,
The Listing Department
Bombay Stock Exchange Limited
Phirozee Jeejebhoy Towers
Dalal Street Fort
Mumbai 400 001

**Subject: Submission of Annual Report - 2015-16 under Regulation 34 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Ref.: Security ID: Pecos; Security code: 539273

Dear Sir/ Madam,

Kindly find attached Annual Report - 2015-16 as required under Regulation 34 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your record

Thanking you
Yours faithfully

For Pecos Hotels and Pubs Limited


Swapnil Kshirsagar
Company Secretary



Registered Office: 189/1, Brigade Road, Bangalore - 01
Corporate Office: Guardian House, 139, Infantry Road, Bangalore -01
CIN: U55101KA2005PLC035603 Tel: 080-25580971
Email : contact@pecospub.com, pecoshotels@gmail.com
Website: www.pecospub.com



**11TH ANNUAL REPORT
2015 - 2016**

PECOS HOTELS AND PUBS LTD

BOARD OF DIRECTORS

| | |
|-------------------------------|------------------------------------|
| Mr. Collin Richard Timms | Chairman & Managing Director |
| Mr. Liam Norman Timms | Whole-time Director |
| Mr. Jayanta Chatterjee | Executive Director |
| Ms. Olinda Timms | Non-Executive Director |
| Ms. Nina Nayar | Non-Executive Independent Director |
| Mr. Lloyd John Pereira | Non-Executive Independent Director |
| Mr. Koilpillai Joseph Davaraj | Non-Executive Independent Director |

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Swapnil Kshirsagar

CHIEF FINANCIAL OFFICER

Mr. Shailesh B. M.

BANKERS

Guardian Souharda Sahakari Bank Niyamita

STATUTORY AUDITORS

M/s K. Venkatachalam Aiyer and Co.
Chartered Accountants
No. 1657, III Floor, HAL 3rd Stage,
Jeevan Bhima Nagar, Main Road,
Bengaluru – 560 075

REGISTERED OFFICE

No. 189/1, 1st, 2nd, 3rd & 4th Floor
Brigade Road,
Bengaluru – 560 001

CORPORATE OFFICE

No. 139, 2nd Floor,
Guardian House, Infantry Road,
Bengaluru – 560 001

REGISTRAR AND TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West)
Mumbai – 400 078

INDEX

| S. No. | Particulars | Page No. |
|---------------|--|-----------------|
| 1. | Letter to Shareholders | 3 |
| 2. | Route Map to the AGM | 4 |
| 3. | Notice | 5 |
| 4. | Directors Report | 12 |
| 5. | Extract of Annual Return | 19 |
| 6. | Secretarial Audit Report | 27 |
| 7. | Corporate Governance | 31 |
| 8. | Management Discussion and Analysis Report | 43 |
| 9. | Declaration – Compliance with Code of Conduct | 46 |
| 10. | CEO/ CFO Certification | 47 |
| 11. | Practicing Company Secretary Certificate on Corporate Governance | 48 |
| 12. | Independent Auditors Report | 49 |
| 13. | Balance Sheet | 57 |
| 14. | Statement of Profit and Loss | 58 |
| 15. | Cash Flow Statement | 59 |
| 16. | Notes forming part of Accounts | 60 |
| 17. | Notes to Accounts | 63 |
| 18. | Proxy Form | 75 |
| 19. | Attendance Slip | 77 |

LETTER TO SHAREHOLDERS

Dear Shareholders,

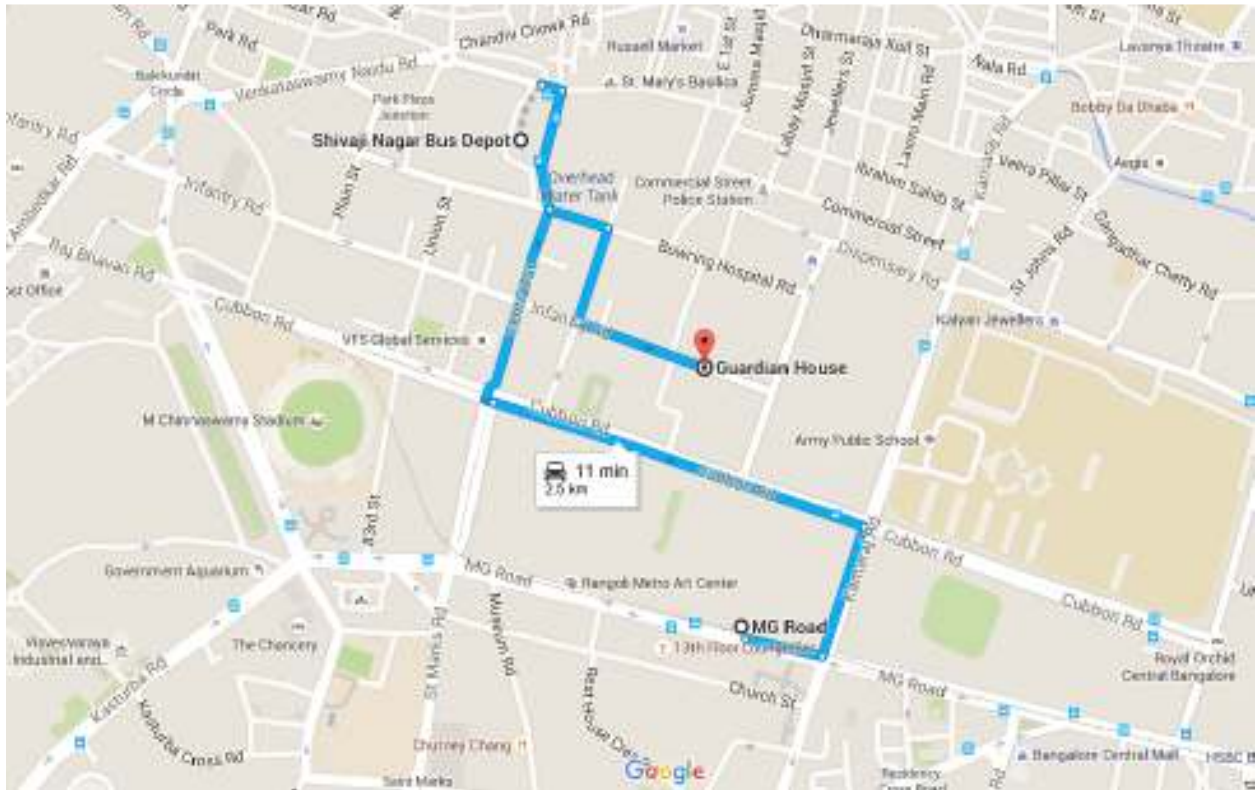
It is with immense pleasure that I place before you the 11th Annual Report of your Company. This is immediate year as a Publicly Listed Company on the SME Platform of Bombay Stock Exchange (BSE). I wish to thank all shareholders for their faith and support in the Company. We have closed this Financial Year with the significant increase in both our top line and bottom line. This is thanks to a growth in business volumes and also a significant improvement in our operational processes and systems.

Your Company endeavors to maintain a brisk growth rate in the following years through expansion of the business by opening more outlets across India. I wish to thank our management, staff, vendors and most of all our loyal customers who have contributed to the success of your Company.

Yours Sincerely
Collin Richard Timms

ROUTE MAP

Venue: 139, 2nd Floor, Guardian House (Gurumurthy Bhavan),
Infantry Road, Bengaluru – 560001.



Landmark: Safina Plaza

Distance from **Shivaji Nagar Bus Stand: 800m**

Distance from **M.G. Road Metro Station: 2.5 km**

NOTICE

Notice is hereby given that **Eleventh Annual General Meeting** of the Members of **Pecos Hotels and Pubs Limited** will be held on **Saturday**, the **24th** day of **September, 2016** at **11:00 A. M.** at **No. 139, 2nd Floor, Guardian House (Gurumurthy Bhavan), Infantry Road, Bengaluru – 560001** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at **March 31, 2016** the Statement of Profit and Loss Account for the Financial Period ended as on that date along with the Directors Report and Auditors Report thereon.
2. To appoint Director in place of Ms. Olinda Timms, who retires by rotation and being eligible offers herself for re-appointment.
3. Appointment of Auditors:

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 K. Venkatachalam Aiyer and Co., Chartered Accountants (Firm Regn. No. 004610S) as an Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such terms and remuneration as may be agreed upon between the Audit Committee/ Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. Appointment of Mr. Jayanta Chatterjee as a Director 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 Mr. Jayanta Chatterjee (DIN: 02782657) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 21, 2016 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

5. Appointment of Mr. Jayanta Chatterjee as an Executive Director 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Jayanta Chatterjee (DIN 02782657) as an Executive Director of the Company for a period of three years with effect from March 21, 2016 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors or Committee of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Jayanta Chatterjee.”

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board of Directors
For Pecos Hotels and Pubs Limited**

**Date: 19.08.2016
Place: Bengaluru**

**Swapnil Kshirsagar
Company Secretary**

NOTES:

1. The Explanatory Statement pursuant to sub-section (1) of Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE FOR HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument of Proxy, in order to be effective, should be deposited at the Corporate Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A proxy form is annexed to this report.
4. 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. Further, a member holding more than ten percent 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 proxy for any other person or member.
5. 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.
6. The Register of Members and Transfer Books of the Company will remain closed from Monday September 19, 2016 to Saturday, September 24, 2016 (Both days inclusive).
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agent for assistance in this regard.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members holding shares in electronic mode are requested to intimate all changes pertaining to their registered email id, bank details, mandates, nominations, etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's record which will help the Company and its Registrar and Transfer Agents, M/s Link Intime (India) Private Limited to provide efficient and better service to the Members. Members holding shares in Physical form are requested to intimate such changes to M/s Link Intime (India) Private Limited.

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 the 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 Registrar and Transfer Agent.

10. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
11. Members are requested to bring their copies of the Annual Report to the Meeting.
12. The Ministry of Corporate Affairs has taken a Green Initiative in Corporate Governance by issuing circulars allowing paperless compliances by companies through electronic mode. Further, in line with recent circular issued by the Securities Exchange Board of India (SEBI) and consequent changes in the listing agreement, the Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company’s website viz. www.pecospub.com.
13. The route map showing directions to reach the venue of the Meeting is annexed.
14. As per Notification issued by Ministry of Corporate Affairs, with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-Voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing E-Voting facility to its shareholders.
15. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1)
OF THE COMPANIES ACT, 2013

ITEM NO. 4 & 5:

The Board of Directors of the Company at their meeting held on March 21, 2016, subject to approval of members appointed Mr. Jayanta Chatterjee (DIN: 02782657), as an Additional Director of the Company on the remuneration and other terms and conditions of appointment as recommended by Nomination and Remuneration Committee of the Board.

Pursuant to the Provision of section 160 (1) of the Companies Act, 2013, the tenure of Mr. Jayanta Chatterjee as an Additional Director expires at the date of this Annual General Meeting. The Company has received a written notice from members under Section 160 of the Companies Act, 2013 along with requisite deposit proposing the candidature of Mr. Jayanta Chatterjee for the office of the Directors of the Company. The Board also appointed Mr. Chatterjee as an Executive Director of the Company for a period of 3 years w.e.f. March 21, 2016.

Mr. Jayanta Chatterjee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies act, 2013 and has given his consent to act as Director of the Company.

The brief profile of Mr. Jayanta Chatterjee is given below:

Mr. Jayanta Chatterjee is a Commerce Graduate with a Bachelor's degree in Hotel Management, from University of Calcutta. Mr. Chatterjee is one of India's foremost Hospitality Brand Creator and Startup Professional.

Mr. Chatterjee has a 27 years proven track record of building some of India's most successful restaurants and has worked with leading organizations in the hospitality industry, including the Taj Group, Serafin Group and Specialty Restaurants Limited. Mr. Chatterjee is advisor to Mondo Culinary Franchise, Mango Tree, India and Food Stop Hospitality Solutions LLP.

Remuneration:

The Executive Director shall be entitled to salary of ₹ 9,00,000/- p. a., subject to annual increments each year, will be decided by the Board and will be merit-based and take into account the Company's performance; incentive remuneration and/or commission; benefits, perquisites; bonus; allowances etc. as may be determined by the Board from time to time.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above, subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

Except Mr. Jayanta Chatterjee, being an appointee, none of the Director, Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution at Item No. 4 & 5 of the accompanying Notice.

Mr. Jayanta Chatterjee is not relative to any other director of the Company.

**By Order of the Board of Directors
For Pecos Hotels and Pubs Limited**

Date: 19.08.2016
Place: Bengaluru

Swapnil Kshirsagar
Company Secretary

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting

| Name of Director | Ms. Olinda Timms | Mr. Jayanta Chatterjee |
|---|---|--|
| Date of Birth | March 18, 1960 | April 22, 1972 |
| Date of Appointment | February 14, 2005 | March 21, 2016 |
| Expertise in Specific Functional Areas | <ul style="list-style-type: none"> • Management Ethics and Legal Matters | <ul style="list-style-type: none"> • Food and Beverage retail and Industry |
| Qualification | <ul style="list-style-type: none"> • Degree in MBBS and Diploma in Anesthesiology from Christian Medical College, Vellore • Post Graduate Diploma in Medical Law and Ethics from National Law School of India University, Bangalore | <ul style="list-style-type: none"> • Commerce Graduate from university of Calcutta • Graduate degree in Hotel Management from university of Calcutta |
| No. of shares held in the Company | 315000 | 0 |
| Directorship held in other Public companies | NA | NA |
| Membership/ Chairmanships of Committees of other Public Company (includes only Audit Committee and Shareholders Relationship Committee) | NA | NA |

Except Mr. Collin Richard Timms, Ms. Olinda Timms and Mr. Liam Norman Timms, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the **11th Annual Report** and the Company's Audited Accounts for the Financial Year ended **March 31, 2016**.

1. FINANCIAL RESULTS:

| Particulars | 2015-16 | 2014-15 |
|--|---------------|---------------|
| Revenue from Operations | 428.66 | 279.43 |
| Other Income | 55.60 | 33.22 |
| Total Revenue | 484.26 | 312.65 |
| Less: Total Expenses | 436.54 | 292.90 |
| Profit before tax | 47.72 | 19.75 |
| Tax Expenses | 17.94 | 7.65 |
| Profit after tax | 29.78 | 12.1 |
| Earning per equity share- Basic & Diluted | 2.27 | 1.42 |

2. DIVIDEND:

In view of the rapid expansion of the Company it would be prudent to reinvest the profit into the Company at this stage. In view of this Directors have not recommended any dividend on equity shares for the year under review.

3. REVIEW OF OPERATIONS:

During the year under review, Revenue from Operation of the Company was ₹ 428.66 Lakhs as compared to ₹ 279.43 Lakhs in the corresponding previous year. The Company earned a profit after tax of ₹ 29.78 lakhs as compared to ₹ 12.1 lakhs in the previous year. The Company's reserve and surplus increased from ₹ 17.09 Lakhs to ₹ 213.16 Lakhs.

4. DEPOSITS:

Your Company has not accepted any deposits within the meaning of section 73 of the Companies, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

5. SHARE CAPITAL:

The Paid up Equity Share Capital of the Company as on 31st March, 2015 was ₹ 85.09 Lakhs. During the year under review the Company has issued 4,59,000 Equity Shares through Initial Public Offering (IPO). Subsequently the Equity Shares of the Company were listed on the SME Platform of BSE Limited. As on 31st March, 2016, the Paid up Equity Share Capital is ₹ 130.99 Lakhs.

6. SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES:

As on date the Company does not have any subsidiary, joint venture or associate company.

7. CHANGES IN NATURE OF BUSINESS:

There is no significant change made in the nature of the company during the financial year.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Details of Loans, guarantees or Investments, if any, covered under the provision of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:

No such orders have been passed by the Regulators/ Courts or Tribunals which can impact the going concern status and company's operation in future.

10. DETAILS OF ENERGY TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(a) Conservation of Energy:

The Company requires energy for the purpose of general lighting adequate measures for the conservation of energy are undertaken by the Company through the exercise of general checks and controls.

(b) Research and Development:

No significant Research and Development was carried out by the Company.

(c) Technology Absorption, Adaption and Innovation:

(i) Efforts made:

The Company has adopted a policy of continuous upgradation of technology in all aspects of technology in all aspects of food production and F&B service. Automated systems are in the better stages of testing and full implementation will be undertaken in the next year.

(ii) Benefits derived as a result of above efforts:

The Company believes that these efforts will result in an improved client experience in the establishment. There will also be an improvement in efficiency by refinement of the standard operating practices. The company believes that this will result in an increased profit margin.

(d) Foreign Exchange Earnings and outgo:

Your company does not have any foreign exchange earnings and outgo during the year under review.

11. EXTRACTS OF ANNUAL RETURN:

The extracts of Annual Return to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, in MGT-9 is attached herewith as **Annexure I**.

12. RISK MANAGEMENT:

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. In the opinion of the Board there are no risks which would threaten the existence of the Company.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of your Company has varied executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

Mr. Jayanta Chatterjee was appointed as an Additional Director of the Company with effect from March 21, 2016. The Board has also appointed him as an Executive Director with effect from the same date for a period of three years. He is one of India's foremost Hospitality Brand Creators and Startup Professionals. Mr. Jayanta Chatterjee is a Commerce Graduate with a Bachelor's degree in Hotel Management, from University of Calcutta and has over 27 years of proven track record of building some of India's most successful restaurants and has worked with leading organizations in the hospitality industry.

The resolutions seeking approval of the Members for the appointment of Mr. Jayanta Chatterjee have been incorporated in the notice of the forthcoming Annual General Meeting of the Company along with brief details about him. The Company has received notice under section 160 of the Act along with the requisite deposit proposing the appointment of Mr. Jayanta Chatterjee.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Collin Richard Timms, Managing Director, Mr. Liam Norman Timms, Whole-time Director Mr. Shailesh B. M., Chief Financial Officer and Ms. Swapnil Kshirsagar, Company Secretary.

14. DECLARATION BY INDEPENDENT DIRECTORS:

Pursuant to provisions of Section 149 of the Companies Act, 2013, Ms. Nina Nayar, Mr. Koilpillai Joseph Davaraj and Mr. Lloyd John Pereira were appointed as an Independent Directors at the Extra-ordinary General Meeting of the Company held on March 25, 2015. The terms and condition of appointment of Independent Directors are as per Schedule IV of the Companies Act, 2013. They have submitted a declaration that each of them meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

15. MEETING OF BOARD OF DIRECTORS:

During the year under review, 9 Board Meetings were held i.e., on 01/04/2015, 13/06/2015, 16/06/2015, 13/07/2015, 05/08/2015, 05/10/2015, 03/11/2015, 05/01/2016 and 21/03/2016.

16. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement:

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2016 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. CORPORATE SOCIAL RESPONSIBILITY:

Since the Company's Net worth does not exceed ₹ 500 crores or the Company's turnover does not exceed ₹ 1000 crores or the Company's Net Profit does not exceed ₹ 5 Crore for any Financial Year, the provisions of section 135 of the Companies Act, 2013 are not applicable.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 188 of the Companies Act, 2013 is furnished in form AOC-2 is attached herewith as **Annexure II**.

19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

No cases filed during the financial year and their disposal under the Act.

20. AUDITORS:

Pursuant to provisions of section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s K. Vennkatachalam Aiyer & Co., Chartered Accountants were appointed as statutory auditor of the company from the conclusion of 9th Annual General Meeting of the Company held on 29th September, 2014 for a term of five consecutive years, subject to ratification of their appointment at every Annual General Meeting.

21. AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an **Annexure III** which forms part of this report.

22. CORPORATE GOVERNANCE

The Company has taken adequate steps to adhere to all the stipulations laid down under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance included as a part of this Annual Report is given in **Annexure-IV**.

Certificate from the Practicing Company Secretary of the company confirming the compliance with the conditions of Corporate Governance as stipulated under the SME Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Annual Report.

23. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report is given as an **Annexure V** which forms part of this report.

24. INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in operation was observed.

25. BOARD EVALUATION:

The Board has carried out an evaluation of its own performance, the directors individually as well as the working of its Committees.

26. USE OF PROCEEDS:

The proceeds from the Issue of the Company stated in the Prospectus/ Offer Document have been utilized/ are in process of utilization for the purpose for which they were raised and there is no deviation in the utilization of proceeds.

27. DISCLOSURES PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER / PARTICULAR OF EMPLOYEES:

The information required under section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year:**

| Name of the Directors | Ratio to median remuneration |
|---|-------------------------------------|
| Executive Directors | |
| Mr. Collin Richard Timms | 2.35:1 |
| Mr. Liam Norman Timms | 2.35:1 |
| Mr. Jayanta Chatterjee (w.e.f. March 21, 2016)* | - |

*Since this information is for part of the year, the same is not comparable.

- b. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year: NIL**
- c. **the percentage increase in the median remuneration of employees in the financial year: NIL**
- d. **the number of permanent employees on the rolls of company: 30**
- e. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL**
- f. **The key parameters for any variable component of remuneration of remuneration availed by the directors: Not Applicable**
- g. **Affirmation that the remuneration is as per the remuneration policy of the company:**

The Company affirms remuneration is as per the remuneration policy of the Company.

28. ACKNOWLEDGEMENT:

The Board of Directors gratefully acknowledges the assistance and co-operation received from the Banks and all statutory and non statutory agencies for their cooperation. The Board of Directors also wish to place on record their gratitude and appreciation to the members for their trust and confidence shown in the Company.

The Board of Directors would like to especially thank all the employees of the Company for their dedication and loyalty.

For and on behalf of the Board

**Collin Richard Timms
Managing Director**

**Date: 19.08.2016
Place: Bengaluru**

Form No.MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON
31ST MARCH, 2016

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

| | | |
|-------------|---|--|
| i. | CIN | U55101KA2005PLC035603 |
| ii. | Registration Date | 14/02/2005 |
| iii. | Name of the Company | PECOS HOTELS AND PUBS LIMITED |
| iv. | Category/Sub-Category of the Company | Company limited by shares Indian Non-Government Company |
| v. | Address of the Registered of office and contact details | No.189/1,1 st , 2 nd , 3 rd & 4 th Floor, Brigade Road, Bengaluru, Karnataka- 560001 |
| vi. | Whether listed company | Yes |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West) Mumbai - 400078 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| S. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|----------|---|----------------------------------|------------------------------------|
| 1 | Meal serving services with full restaurant services | 99633101 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary /Associate | %of shares held | Applicable Section |
|----------------|---------------------------------|---------|--------------------------------|-----------------|--------------------|
| NOT APPLICABLE | | | | | |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year i.e., 01.04.2015 | | | | No. of Shares held at the end of the year i.e., 31.03.2016 | | | | % Change during the year |
|--|--|---------------|---------------|-------------------|--|----------|---------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| a) Individual/ HUF | 0 | 779997 | 779997 | 91.67 | 779997 | 0 | 779997 | 59.5474 | (32.1226) |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt (s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corporate | 0 | 70875 | 70875 | 8.3297 | 70875 | 0 | 70875 | 5.4108 | (2.9189) |
| e) Banks / Financial Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub- total (A)(1) | 0 | 850872 | 850872 | 99.9997 | 850872 | 0 | 850872 | 64.9582 | (35.0415) |
| 2) Foreign | | | | | | | | | |
| a) NRIs-Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other-Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks / Financial Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Shareholding of Promoter and Promoter Group (A) | 0 | 850872 | 850872 | 99.9997 | 850872 | 0 | 850872 | 64.9582 | (35.0415) |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks / Financial Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt (s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Pecos Hotels and Pubs Limited
Annual Report 2015-16

| Category of Shareholders | No. of Shares held at the beginning of the year i.e., 01.04.2015 | | | | No. of Shares held at the end of the year i.e., 31.03.2016 | | | | % Change during the year |
|--|--|---------------|---------------|-------------------|--|----------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| g) FIIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Non Institutions | | | | | | | | | |
| a) Bodies Corporate | 0 | 0 | 0 | 0 | 102000 | 0 | 102000 | 7.7870 | 7.7870 |
| b) Individuals: | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 0 | 3 | 3 | 0.0003 | 147003 | 0 | 147003 | 11.2227 | 11.2224 |
| (ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 0 | 0 | 0 | 0 | 189000 | 0 | 189000 | 14.4288 | 14.4288 |
| c) Others (Specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) HUF | 0 | 0 | 0 | 0 | 18000 | 0 | 18000 | 1.3742 | 1.3742 |
| (ii) Clearing Member | 0 | 0 | 0 | 0 | 3000 | 0 | 3000 | 0.2290 | 0.2290 |
| Sub-total (B)(2) | 0 | 3 | 3 | 0.0003 | 459003 | 0 | 459003 | 35.0417 | 35.0414 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 0 | 3 | 3 | 0.0003 | 459003 | 0 | 459003 | 35.0417 | 35.0414 |
| TOTAL (A) + (B) | 0 | 850875 | 850875 | 100.00 | 1309875 | 0 | 1309875 | 100.00 | 0.0000 |
| C. Shares held by Custodians and against which Depository Receipts have been issued | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| GRAND TOTAL (A) + (B) + (C) | 0 | 850875 | 850875 | 100.00 | 1309875 | 0 | 1309875 | 100.00 | 0 |

ii) Shareholding of Promoters (including Promoter Group)

| S. No. | Shareholder's Name | Shareholding at the beginning of the year 01.04.2015 | | | Shareholding at the end of the year 31.03.2016 | | | % change in share holding during the year |
|--------------|------------------------------|--|----------------------------------|--|--|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1. | Collin Richard Timms | 464995 | 54.6490 | 0 | 464995 | 35.4991 | 0 | (19.1498) |
| 2. | Olinda Timms | 315000 | 37.0207 | 0 | 315000 | 24.0481 | 0 | (12.9726) |
| 3. | Delfin International Limited | 70875 | 8.3297 | 0 | 70875 | 5.4108 | 0 | (2.9189) |
| 4. | Liam Timms | 1 | 0.0001 | 0 | 1 | 0.0001 | 0 | 0 |
| 5. | Sabina Timms | 1 | 0.0001 | 0 | 1 | 0.0001 | 0 | 0 |
| Total | | 850872 | 99.9997 | 0 | 850872 | 64.9582 | 0 | (35.0414) |

iii) Change in Promoters' (including Promoter Group) Shareholding (please specify, if there is no change)

NOTE: There is no change in the number of shares held by the Promoters (including Promoter Group) of the Company. However, the Percent of the Shareholding has changed during the year due to issue of Equity Shares through Initial Public Offer (IPO) and the allotment was made on August 5, 2015.

**iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| S. No. | Top 10 Shareholders | Shareholding at the beginning of the year 01.04.2015 | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding end of the year (01.04.2016 - 31.03.2016) | |
|--------|--|--|----------------------------------|--------------------------|------------------------------------|----------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1. | Wealth First Portfolio Managers | 0 | 0.00 | 18.03.2016 31.03.2016 | 30000 30000 | Purchase Purchase | 60000 | 4.58 |
| 2. | Ashish Navnitlal Shah | 0 | 0.00 | 05.08.2015 18.09.2015 | 3000 51000 | Purchase Purchase | 54000 | 4.12 |
| 3. | Palash Tyagi | 0 | 0.00 | 05.08.2015 | 30000 | NA | 30000 | 2.29 |
| 4. | Subhmangal Merchandise Private Limited | 0 | 0.00 | 05.08.2015 | 24000 | NA | 24000 | 1.83 |
| 5. | Mohini Madan | 0 | 0.00 | 05.08.2015 | 18000 | NA | 18000 | 1.37 |

| | | | | | | | | |
|-----|-----------------------|---|------|------------|-------|----|-------|------|
| 6. | Rajendra Kumar Madan | 0 | 0.00 | 05.08.2015 | 15000 | NA | 15000 | 1.15 |
| 7. | Poonam Madan | 0 | 0.00 | 05.08.2015 | 15000 | NA | 15000 | 1.15 |
| 8. | Munish Madan | 0 | 0.00 | 05.08.2015 | 15000 | NA | 15000 | 1.15 |
| 9. | Anju Agarwal | 0 | 0.00 | 05.08.2015 | 15000 | NA | 15000 | 1.15 |
| 10. | Santosh Kumar Agarwal | 0 | 0.00 | 05.08.2015 | 15000 | NA | 15000 | 1.15 |
| 11. | Santosh Kumar Agarwal | 0 | 0.00 | 05.08.2015 | 15000 | NA | 15000 | 1.15 |

*Shareholding is consolidated based on Permanent Account Number (PAN) of the Shareholder.

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

| S. No. | Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Mr. Collin Richard Timms | 464995 | 54.6490 | 464995 | 35.4992 |
| 2. | Ms. Olinda Timms | 315000 | 37.0207 | 315000 | 24.0481 |
| 3. | Mr. Liam Norman Timms | 1 | 0.0001 | 1 | 0.0001 |

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 0 | 1600000 | 0 | 1600000 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 1600000 | 0 | 1600000 |
| Change in Indebtedness during the financial year | | | | |
| - Addition | 0 | 0 | 0 | 0 |
| - Reduction | 0 | 0 | 0 | 0 |
| Net Change | 0 | 1600000 | 0 | 1600000 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 0 | 1600000 | 0 | 1600000 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 1600000 | 0 | 1600000 |

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in lakhs)

| S. No. | Particulars of Remuneration | Name of MD/ WTD/ Manager | | | Total Amount |
|--------|---|--------------------------------------|--|---|--------------|
| | | Mr. Collin R Timms Chairman & MD) | Mr. Liam Norman Timms Whole-time Director | Mr. Jayanta Chatterjee, ED (w.e.f. March 21, 2016) | |
| | Gross salary | 2.40 | 2.40 | 0.26 | 5.06 |
| 1. | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0 | 0 | 0 | 0 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0 | 0 | 0 | 0 |
| 2. | Stock Option | 0 | 0 | 0 | 0 |
| 3. | Sweat Equity | 0 | 0 | 0 | 0 |
| 4. | Commission - as % of profit - others, specify | 0 | 0 | 0 | 0 |
| 5. | Others, please specify | 0 | 0 | 0 | 0 |
| 6. | Total (A) | 0 | 0 | 0 | 0 |
| 7. | Ceiling as per the Act | 0 | 0 | 0 | 300000 |

B. Remuneration to other directors:

| S. No. | Particulars of Remuneration | Director | | | | Total Amount |
|--------|---|----------|-------|-------|-------|--------------|
| | | ----- | ----- | ----- | ----- | |
| 1. | <u>Independent Directors</u> | | | | | |
| | •Fee for attending board committee meetings | 0 | 0 | 0 | 0 | 0 |
| | •Commission | 0 | 0 | 0 | 0 | 0 |
| | •Others, please specify | 0 | 0 | 0 | 0 | 0 |
| | Total (1) | 0 | 0 | 0 | 0 | 0 |
| 2. | <u>Other Non-Executive Directors</u> | 0 | 0 | 0 | 0 | 0 |
| | •Fee for attending board committee meetings | 0 | 0 | 0 | 0 | 0 |
| | •Commission | 0 | 0 | 0 | 0 | 0 |
| | •Others, please specify | 0 | 0 | 0 | 0 | 0 |
| | Total (2) | 0 | 0 | 0 | 0 | 0 |
| | Total (B)=(1+2) | 0 | 0 | 0 | 0 | 0 |
| | Total Managerial Remuneration | 0 | 0 | 0 | 0 | 0 |
| | Overall Ceiling as per the Act | 0 | 0 | 0 | 0 | 0 |

C. Remuneration to Key Managerial Personnel Other Than MD / Manager/ WTD:

(in lakhs)

| S. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|--------|--|--------------------------|-------------------------|-------------|
| | | Company Secretary | Chief Financial Officer | Total |
| 1. | Gross salary | 2.55 | 0.72 | 3.27 |
| | (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961 | 0 | 0 | 0 |
| | (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961 | 0 | 0 | 0 |
| 2. | Stock Option | 0 | 0 | 0 |
| 3. | Sweat Equity | 0 | 0 | 0 |
| 4. | Commission | 0 | 0 | 0 |
| | - as % of profit | 0 | 0 | 0 |
| | -others, specify... | 0 | 0 | 0 |
| 5. | Others, specify | 0 | 0 | 0 |
| | Total | 2.55 | 0.72 | 3.27 |

VIII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the companies Act | Brief description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/ NCLT/ Court] | Appeal made. If any (give details) |
|-------------------------------------|---|--|---|-----------------------------|------------------------------------|
| A. Company | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | Section 621A of the Companies Act, 1956 | Delay in filing form PAS – 4 beyond 30 days. | No Compounding fees has been imposed as delay is condoned by filing the form with late fees | Central Government | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

FORM AOC - 2

**(Pursuant to clause (h) of sub section 3 of section 134 of the Companies Act, 2013
and Rule 8 (2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis –
Not Applicable
2. Details of material contracts or arrangements or transactions at arm's length basis.

| | |
|---|--|
| Name of the Related Parties | Mr. Collin Richard Timms & Ms. Olinda Timms |
| Nature of Relationship | Director and Promoter of the Company |
| Nature of contracts/ arrangements/ transactions | Leasing of Property |
| Duration of contracts/ arrangements/ transactions | 36 months from February 01, 2015 |
| Salient terms of contract/ arrangements/ transactions including the value, if any. | Not Applicable |
| Value of contracts/ arrangements/ transactions | ₹ 120000 pm |
| Date of approval by Board | January 21, 2015 |

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2016.
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
Pecos Hotels and Pubs Limited
CIN-U55101KA2005PLC035603
No. 189/1, 1st, 2nd, 3rd & 4th Floor,
Brigade Road, Bangalore - 560001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pecos Hotels And Pubs Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, the Company was got status as listed on 11th day of August, 2015 and period of audit covers from 11.08.2015 to 31.03.2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on, 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. However, the regulations are not applicable to the Company during the audit period since the Company does not have any such scheme in operation and hence, these guidelines have not been considered for the purpose of this report.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- (g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not Applicable.
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not Applicable.

I further report that having regarded to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable to the Company:

- a. The Employees Provident Funds Miscellaneous Provisions Act, 1952
- b. The Employees State Insurance Act, 1948
- c. The Minimum Wages Act, 1948
- d. The Payment of Bonus Act, 1965
- e. Karnataka Shops and Commercial Establishments Act, 1961
- f. Foods safety and standards Act, 2006

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement (Regulation) entered into by the Company with BSE Ltd.;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above. However comment on applicable financial laws like Direct and Indirect tax laws have not been reviewed in this Audit since the same have been subject to review by Statutory Auditors and other designated professionals.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period no specific events / actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

This report is read with our letter of even date which is annexed as '**Annexure - A**' and form integral part of this report.

For VB & Associates
Company Secretaries

Vighneshwar Bhat
Proprietor
ACS No: 25597
CP No: 10012

Place: Bengaluru
Date: 09.08.2016

Encl: Annexure A

Annexure A

To
The Members
Pecos Hotels and Pubs Limited

My report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and process as are appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- 5) The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VB & Associates
Company Secretaries

Vighneshwar Bhat
Proprietor
ACS No: 25597
CP No: 10012

Place: Bengaluru
Date: 09.08.2016

CORPORATE GOVERNANCE REPORT

On September 2, 2015, The Securities and Exchange Board of India (SEBI) had notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 replacing the erstwhile Listing Agreement, effective from December 1, 2015. The new Listing Agreement is aimed at consolidating and streamlining the provisions of existing listing agreements for different segment of the capital markets.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. The Company's has been diligently developing best practices to ensure its responsibility to the stakeholders.

The Company believes that good corporate governance practices help to enhance performance and valuation of the Company. The Company also respects the right of its shareholders to information on the performance of the Company and considers itself as trustee of its shareholders.

I. BOARD OF DIRECTORS

The Board of Directors consists of 7 Directors including Executive Directors, Non- Executive Directors, Independent Directors and Women Directors.

• Composition of Board of Directors:

The Composition of Board of Directors is as follows:

| S. No. | Name of Director | Category |
|---------------|-------------------------------|------------------------------------|
| 1. | Mr. Collin Richard Timms | Chairman and Managing Director |
| 2. | Mr. Liam Norman Timms | Whole-time Director |
| 3. | Mr. Jayanta Chatterjee | Executive Director |
| 4. | Ms. Olinda Timms | Non-Executive Director |
| 5. | Ms. Nina Nayar | Non-Executive Independent Director |
| 6. | Mr. Koilpillai Joseph Davaraj | Non-Executive Independent Director |
| 7. | Mr. Lloyd John Pereira | Non-Executive Independent Director |

• **Number of Board Meetings in the year:**

The Board of Directors met 9 times during the financial year 2015-16. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The dates of the Board meetings held are as follows:

| S. No. | Date on which Board Meetings were held |
|---------------|---|
| 1. | 01/04/2015 |
| 2. | 13/06/2015 |
| 3. | 16/06/2015 |
| 4. | 13/07/2015 |
| 5. | 05/08/2015 |
| 6. | 05/10/2015 |
| 7. | 03/11/2015 |
| 8. | 05/01/2016 |
| 9. | 21/03/2016 |

• **Attendance of Directors at Board meetings held in the previous year is as follows:**

| S. No. | Name of Director | Category of Director | No. of Board Meetings Attended | Attendance at the Last AGM | No. of Directorships in other Public Companies | No. of Committee/ Membership in which he/she is a Member or Chairperson |
|---------------|--|-----------------------------|---------------------------------------|-----------------------------------|---|--|
| 1. | Mr. Collin Richard Timms | Managing Director | 9 | Yes | 1 | - |
| 2. | Mr. Liam Norman Timms | Whole-time Director | 9 | Yes | 1 | - |
| 3. | Mr. Jayanta Chatterjee (w.e.f. March 21, 2016) | Executive Director | - | - | - | - |
| 4. | Ms. Olinda Timms | Non-Executive Director | 9 | Yes | - | - |
| 5. | Ms. Nina Nayar | Independent Director | 5 | Yes | - | - |
| 6. | Mr. Koilpillai Joseph Davaraj | Independent Director | 9 | Yes | - | - |
| 7. | Mr. Lloyd John Pereira | Independent Director | 8 | Yes | - | - |

• **Disclosure of relationship between Directors:**

Mr. Collin Richard Timms and Ms. Olinda Timms are related to each other as husband and wife. Mr. Liam Norman Timms is son of Mr. Collin Richard Timms and Ms. Olinda Timms. Except the above stated none of the directors are related to each other.

• **Shares held by Non- executive Directors as on 31st March, 2016:**

| S. No. | Name of Director | No. of Shares held |
|--------|------------------|--------------------|
| 1. | Ms. Olinda Timms | 315000 |

• **Independent Directors Meeting:**

In Compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; the Independent Directors Meeting of the Company was held on 04th March, 2016.

II. AUDIT COMMITTEE

The Board of Directors of the Company has constituted an Audit Committee consisting of 3 Directors, out of which 2 are Non – Executive Independent Directors.

• **No. of Meetings held:**

During the year 4 Audit Committee meetings were held i.e., on 11/05/2015, 13/07/2015, 03/11/2015 and 18/02/2016.

• **Composition of Audit Committee:**

| S. No. | Name | Designation | Position in Committee | No. of Meetings Attended |
|--------|-------------------------------|--------------------------------------|-----------------------|--------------------------|
| 1. | Mr. Lloyd John Pereira | Non – Executive Independent Director | Chairman | 4 |
| 2. | Mr. Collin Richard Timms | Managing Director | Member | 4 |
| 3. | Mr. Koilpillai Joseph Davaraj | Non – Executive Independent Director | Member | 4 |

The Company Secretary acts as the Secretary of the Committee.

• **Role of the Audit Committee:**

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. Of the candidate.
15. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has constituted Stakeholders Relationship Committee consisting of 3 Directors, 2 of whom are Non-Executive Independent Directors.

• Number of Meetings held:

During the year 2 Shareholders Relationship Committee Meetings held on 05/11/2015 and 12/02/2016.

• Composition of Shareholders Relationship Committee:

| S. No. | Name | Designation | Position in Committee | No. of Meetings Attended |
|---------------|-------------------------------|--------------------------------------|------------------------------|---------------------------------|
| 1. | Mr. Koilpillai Joseph Davaraj | Non – Executive Independent Director | Chairman | 2 |
| 2. | Mr. Lloyd John Pereira | Non – Executive Independent Director | Member | 2 |
| 3. | Mr. Liam Norman Timms | Whole-time Director | Member | 2 |

The Company Secretary shall act as a Secretary to the Stakeholders Relationship Committee.

• Terms of reference:

1. Redressal of shareholders'/investors 'complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the Listing Agreement.

• **Name, Designation and Address of Compliance Officer:**

Ms. Swapnil Kshirsagar
Company Secretary and Compliance Officer
No. 139, 2nd Floor,
Guardian House (Gurumurthy Bhavan)
Infantry Road,
Bengaluru – 560001
Telephone: (080) 25580971
Fax: (080) 41464692

• **Details of Investors Complaints:**

During the year no complaints were received from investors, which were replied/ resolved to the satisfaction of the investors and none of the complaints is pending as on date.

There was no request for Share Transfer and Dematerialization pending as on March 31, 2016.

IV. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee consisting of 3 Directors, all of whom are Non-Executive- Independent Directors.

• **No. of Meeting held during the year:**

During the year one Nomination and Remuneration Committee held on 14/03/2016.

• **Composition of Nomination and Remuneration Committee:**

| S. No. | Name | Designation | Position in Committee | No. of Meetings Attended |
|--------|-------------------------------|--------------------------------------|-----------------------|--------------------------|
| 1. | Ms. Nina Nayar | Non – Executive Independent Director | Chairman | 1 |
| 2. | Mr. Koilpillai Joseph Davaraj | Non – Executive Independent Director | Member | 1 |
| 3. | Mr. Lloyd John Pereira | Non – Executive Independent Director | Member | 1 |

The Company Secretary shall act as a Secretary to the Nomination and Remuneration Committee.

• **Terms of Reference:**

1. The Committee to identify the persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,
2. Recommend to the Board their appointment and removal,
3. Carry out evaluation of every director's performance.
4. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
5. Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
7. To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
8. To be authorized at its duly constituted meeting to determine on behalf the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/Executive Directors, including pension rights and any compensation payment;
9. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

• **Details of Remuneration to Directors during the year 2015-16:**

| Name of Director | Yearly Remuneration (Rs. in Lacs) |
|--------------------------|--------------------------------------|
| Mr. Collin Richard Timms | 2.4 |
| Mr. Liam Norman Timms | 2.4 |
| Mr. Jayanta Chatterjee | 0.26 |
| Total | 5.06 |

V. GENERAL BODY MEETINGS:

• Annual General Meeting (“AGM”):

| Financial Year | Date | Time | Venue |
|----------------|----------------------------------|------------|---|
| 2012-13 | 28 th September, 2013 | 11:30 A.M. | No. 189/1, 1 st , 2 nd , 3 rd and 4 th Floor, Brigade Road, Bengaluru, Karnataka - 560001 |
| 2013-14 | 29 th September, 2014 | 12:00 P.M. | |
| 2014-15 | 7 th August, 2015 | 11:30 A.M. | |

• Special Resolution:

No special resolution was passed by the Company in any of its previous three AGMs.

• Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern.

During the year under review, no special resolution has been passed through the exercise of postal ballot.

• Details of special resolution proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot at the AGM to be held on September 24, 2016.

VI. MEANS OF COMMUNICATION:

Financials, Shareholding Pattern, Notices and other information is regularly been updated on the website of the Company i.e. www.pecoshotels.com and also on the BSE SME website.

Shareholders who are eligible to receive Notice of Annual General Meeting and Annual report is been provided with the same through electronic means (E-mail) and those whose E-mail is not registered are been provided physical copy.

VII. GENERAL SHAREHOLDER INFORMATION:

• Annual General Meeting for the Financial Year 2015-16:

Date : 24th September, 2016
Day : Saturday
Time : 11:00 A.M.
Venue : #139, 2nd Floor,
Guardian House (Gurumurthy Bhavan),
Infantry Road,
Bengaluru – 560001

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given in the Annexure to the Notice of the AGM to be held on September 24, 2016.

• **Financial Year:**

The Financial year of the company is for period of 12 months from 1st April to 31st March. The financial result of the company will be declares as per the following schedule:

| Particulars | Tentative schedule |
|-------------------------------|--|
| Half yearly unaudited Results | Within 45 days from 30 th September, 2016 |
| Annual audited Result | Within 60 days from 31 st March, 2016 |

• **Dividend Payment:**

The board of directors of the company has not recommended any dividend for the financial year ended on 31st March, 2016.

• **Listing on Stock Exchange:**

The Company got listed on Bombay Stock Exchange SME platform, w.e.f. 11th August, 2015.

Scrip Code and Name: 539273 - PECOS

The Listing fee for the year 2016 -17 has been paid by the Company to BSE.

• **Market Price Data of Each Month:**

| Month | High | Low | Volume |
|------------------|-------------|------------|---------------|
| August - 2015 | 56.00 | 50.00 | 48000 |
| September - 2013 | 50.75 | 50.75 | 51000 |
| October - 2015 | 50.80 | 50.00 | 12000 |
| November - 2015 | 50 | 50.00 | 3000 |
| December - 2015 | 67.05 | 50.00 | 30000 |
| January - 2016 | 61.70 | 60.00 | 6000 |
| February - 2016 | 57.05 | 57.05 | 3000 |
| March - 2016 | 55.70 | 50.00 | 72000 |

• **Dematerialization of Shares:**

As on 31st March, 2016 all 13,09,875 Equity Shares of the Company were held in dematerialized form.

• **Shareholding Pattern as on 31st March, 2016:**

(i) Distribution of equity shareholding as on March 31, 2016:

| Number of Equity Shares held | Number of Shareholders | Number of Shares | % of Capital |
|------------------------------|------------------------|------------------|--------------|
| 1-500 | 4 | 4 | 0.0003 |
| 501-1000 | - | - | - |
| 1001-2000 | - | - | - |
| 2001-3000 | 36 | 108000 | 8.2451 |
| 3001-4000 | 1 | 3001 | 0.2291 |
| 4001-5000 | - | - | - |
| 5001-10000 | 7 | 51000 | 3.8935 |
| 10001 and above | 16 | 1147870 | 87.6320 |
| Total | 64 | 1309875 | 100 |

(ii) Categories of equity shareholders as on March 31, 2016:

| Category | Number of Equity Shares held | Percentage of holding |
|------------------------------|------------------------------|-----------------------|
| Promoters and Promoter Group | 850872 | 64.9583 |
| Clearing Member | 3000 | 0.2290 |
| Hindu Undivided Family | 18000 | 1.3742 |
| Other Bodies Corporate | 102000 | 7.7870 |
| Indian Public | 336003 | 25.6515 |
| Total | 1309875 | 100 |

• **Registered Office:**

No. 189/1, 1st, 2nd, 3rd and 4th Floor
Brigade Road
Bengaluru – 560001

• **Corporate Office:**

No. 139, 2nd Floor,
Guardian House, Infantry Road,
Bengaluru – 560001

• **Registrar and Transfer Agent:**

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West)
Mumbai – 400078

• **Investors / shareholders correspondence:**

Investors / Shareholders may Correspondence with the company at the Corporate Office of the company at #139, 2nd Floor, Guardian House, Infantry Road, Bengaluru – 560001
Contact info.: (088) 25580971, E-mail Id- pecoshotels@gmail.com

VIII. OTHER DISCLOSURES:

• **Related Party Transactions:**

All related party transactions are at arm's length and are not in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the Financial Statements.

• **Strictures and Penalties :**

The company has complied with the requirements of the stock exchange, SEBI and other statutory authorities on all matters related to capital markets since its listing on 11th August, 2015. There were no penalties imposed nor any strictures issued on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

• **Reconciliation of Share Capital Audit:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The report, inter alia, confirms that the total listed and paid-up share capital of the Company is in agreement with the aggregate of the total dematerialized shares and those in physical mode.

• **Code of Conduct:**

All the Board members and Senior Management Personnel (as per Uniform Equity Listing Agreement) have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by the Managing Director forms part of this Annual Report of the Company.

IX. CEO/CFO CERTIFICATION:

The Chief Executive Officer (Managing Director) & Chief Financial Officer have certified to the Board in accordance with uniform Listing Agreement pertaining to CEO / CFO certification for the financial year ended 31st March, 2016 is annexed and forms part of this Report.

X. COMPLIANCE REPORT ON CORPORATE GOVERNANCE:

Pursuant to The SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015, Compliance Report on Corporate Governance is not applicable to our Company as, our Company has been listed on SME Platform.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENT:

The multibillion retail F&B industry in India largely exist in the unorganized sector. This offers the few organized players tremendous scope for growth & development. This opportunity however comes with challenges that need to be overcome. The retail F&B industry is growing at 20% per annum carried on the wings of changes that are sweeping our social & economic landscape. The youth of Indian have now become the main driving force for our industries growth. They demand quality and consistency and are willing to pay a reasonable price for it. The industry growth is not just limited to the large metro cities but is evident even in smaller towns.

2. OPPORTUNITIES & THREATS:

The opportunity for growing an innovative F&B Retail Company in such a fertile business eco- system is obvious. The company has embarked on developing and popularizing its existing brand presence beyond its traditional geographical location. New branches have been created to respond to new opportunities that have arisen.

Despite these opportunities we are also conscious of the threats posed by expansion without proper consolidation and it is therefore our endeavor to balance rapid growth with development and strengthening of systems & processes that will deliver a consistent end product at ever increasing margins.

3. SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The company has posted a satisfactory top line for the Financial Year 2015-16 but most significantly the new systems & processes that have been introduced have improved efficiency & delivered an excellent result of bottom line growth. The company operates in a competitive environment of the F&B retail pub sector but thanks to its strong brand presence it has managed to maintain its leaderships in a crowded market.

4. OUTLOOK:

The business outlook of the company is positive based on our carefully laid out expansion plans. The company is seeking to expand its turnover by adding more restaurants to its fold. We believe that our efforts in developing a strong middle management team will bare fruit in the years to come in the form of improved profitability.

5. RISKS AND CONCERNS:

We cannot ignore risks that exist within our industry segments. Ours is a heavily regulated business activity and is subject to state & local laws, compliance of these laws are diligently carried out. However, the regulations are sometime subject to change. The availability of skilled man power to support rapid expansion is always a concern, however the Company is ceased of this challenge and is developing mitigation strategies in the medium to long term.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Any fragmented business models such as F&B retail requires strong internal controls which are carefully monitored and refined by a team of dedicated personal. These management systems are supported by a robust information technology backbone that provide for instant reporting and problem redressal.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The Company continues to enjoy strong finances that are result of a conservative operation policy. The management is consciously frugal in developing valuable capital & firmly believes in the maxim **“a rupee saved is a rupee earned.”**

In the medium term, the management is confident of maintaining if not improving its finances as posted in Financial Year 2015-16. Recent capital investment that have been made in new outlets will bear fruit as these units come on stream and start contributing to the top and bottom line.

8. MATERIAL DEVELOPMENT ON HUMAN RESOURCES:

The Company as it enters its scale up mode seeks to strengthen its human resources across the entire spectrum of the business model. World class talent has been introduced at the senior management level, middle management level and the operations. The head count of the company has increased rapidly and so efforts are being made to integrate the new entrance into a cohesive team that will develop a culture of excellence & innovation.

For and on behalf of the Board

**Collin Richard Timms
Managing Director
(DIN: 00523528)**

**Date: 19.08.2016
Place: Bengaluru**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:**

I Collin Richard Timms (DIN: 00523528), Chairman and Managing Director of **PECOS HOTELS AND LIMITED**, declare that all the Board Members and Senior Management Personnel have complied with the Code of Conduct applicable to them for the financial year ended March 31, 2016.

Place: Bengaluru
Date: 19.08.2016

Collin Richard Timms
Managing Director
(DIN: 00523528)

CEO/CFO CERTIFICATION

To,
The Board of Directors
PECOS HOTELS AND PUBS LIMITED

I, Collin Richard Timms, the Managing Director (DIN: 00523528) of the Company and I, Shailesh B. M., the Chief Financial Officer (CFO) of the Company do here by certify to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2016 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material factor or contain statements that might be misleading;
 - i. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Place: Bengaluru
Date: 19.08.2016

Collin Richard Timms
(Managing Director)

Shailesh B. M.
(Chief Financial Officer)

PRACTICING COMPANY SECRETARIES REPORT ON CORPORATE GOVERNANCE

To
The Members
PECOS HOTELS AND PUBS LIMITED
CIN-U55101KA2005PLC035603
No. 189/1, 1st, 2nd, 3rd& 4th Floor,
Brigade Road, Bangalore - 560001

I have examined all the relevant records of PECOS HOTELS AND PUBS LIMITED ('the Company') for the purpose of certifying the compliances of the conditions of Corporate Governance by the Company for the year ended 31st March, 2016 as stipulated under Clause 52 of the SME Listing Agreement with the Stock Exchanges for the period August 11, 2015 to November 30, 2015 and in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') for the period December 1, 2015 to March 31, 2016.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement / the Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For VB & Associates
Company Secretaries

Vighneshwar Bhat
Proprietor
ACS No: 25597
CP No: 10012

Place: Bengaluru
Date: 09.08.2016

INDEPENDENT AUDITOR'S REPORT

**To the Members of
M/s Pecos Hotels and Pubs Limited**

Report on the Financial Statements:

We have audited the accompanying financial statements of Pecos Hotels and Pubs ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
- (g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There have been no pending litigations on its financial position in its financial statements.
 - ii. The Company is not required to make any provision, as required under the applicable law or accounting standards, as there are no long term contracts entered into by the company.

For Pecos Hotels and Pubs Limited

For K Venkatachalam Aiyer & Co.
Chartered Accountants
Firm Reg. No. 004610S

M SIVAKUMAR
Partner
M No. 023844

Place: Bengaluru
Date: 26.05.2016

ANNEXURE - A TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2016, we report that:

- (i) In respect of fixed Assets;
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
 - b) The Company has a system of physical verification of fixed assets, which has been explained to us as a continuous process.
 - c) We are informed that accordingly the Company has verified fixed assets during the year and as explained to us, no discrepancies were noticed on such verification.
 - d) In our opinion and as shown by the books and records, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.

- (ii) In respect of its inventories:
 - a) The inventory of finished goods, semi-finished goods, raw materials and stores and spares has been physically verified by the management at reasonable intervals.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on such verification between the physical stocks and the book records were not material.

- (iii) The Company took unsecured loans from Directors/Shareholders/Other parties covered in the Register maintained under Section 189 of the Companies Act:
 - a) The receipts of principal and interest have been regular/as per stipulation.
 - b) There are no overdue amounts of more than rupees 90 days in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

- (v) The Company has not accepted any deposits from the public under the provisions of section 73 to 76 of Companies Act 2013.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

(b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did raise money by way of initial public offer or further public offer and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The company is not required to be registered under section 45- IA of the Reserve Bank of India Act 1934.

For K Venkatachalam Aiyer & Co.
Chartered Accountants
Firm Reg. No. 004610S

M SIVAKUMAR
Partner
M No. 023844

Place: Bengaluru
Date: 26.05.2016

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Pecos Hotels and Pubs Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K Venkatachalam Aiyer & Co.
Chartered Accountants
Firm Reg. No. 004610S

M SIVAKUMAR
Partner
M No. 023844

Place: Bengaluru
Date: 26.05.2016

**BALANCE SHEET
AS AT MARCH 31, 2016**

(Amount in Rupees)

| | Particulars | Note | As at March 31, | |
|----------|--|----------|-------------------|-------------------|
| | | | 2016 | 2015 |
| A | EQUITY AND LIABILITIES | | | |
| 1 | Shareholders' funds | | | |
| | (a) Share capital | 2 | 13,098,750 | 8,508,750 |
| | (b) Reserves and surplus | 3 | 21,315,813 | 1,709,483 |
| 2 | Share application money pending allotment | | - | - |
| 3 | Non-current liabilities | | | |
| | (a) Long-term borrowings | 4 | 1,600,000 | 1,600,000 |
| | (b) Other long term liabilities | | - | - |
| 4 | Current liabilities | | | |
| | (a) Short term borrowings | | 837,429 | 837,429 |
| | (b) Trade payables | 5 | -145,678 | 1,022,740 |
| | (c) Other current liabilities | 6 | 1,647,485 | 2,287,396 |
| | (d) Short-term provisions | 7 | 2,866,672 | 1,172,967 |
| | TOTAL | | 41,220,471 | 17,138,766 |
| B | ASSETS | | | |
| 1 | Non-current assets | | | |
| | (a) Fixed assets | 8 | | |
| | i. Tangible assets | | 1,287,750 | 1,610,491 |
| | ii. Intangible assets | | 534,763 | 612,019 |
| | (b) Deferred tax assets (net) | 9 | 740,903 | 660,169 |
| | (c) Long-term loans and advances | 10 | 16,703,123 | 6,709,977 |
| | (d) Other Assets | 11 | 1,834,739 | - |
| 2 | Current assets | | | |
| | (a) Current investments | | - | - |
| | (b) Inventories | 12 | 695,037 | 356,894 |
| | (c) Trade receivables | 13 | 93,344 | 1,643,806 |
| | (d) Cash and cash equivalents | 14 | 16,219,796 | 2,615,825 |
| | (e) Short-term loans and advances | 15 | 1,991,632 | 2,460,106 |
| | (f) Other current assets | 16 | 1,119,383 | 469,480 |
| | TOTAL | | 41,220,471 | 17,138,766 |
| | SIGNIFICANT ACCOUNTING POLICIES | 1 | | |

The accompanying notes form an internal part of the financial statement

For and on behalf of the Board

As per our report of even date attached
For K. Venkatachalam Aiyer & Co.
Chartered Accountants
Firm's Registration No.: 004610S

Collin Richard Timms
Managing Director
(DIN: 00523528)

Liam Norman Timms
Whole-time Director
(DIN: 06453032)

Shailesh B. M.
Chief Financial Officer
Place: Bengaluru
Date: 26.05.2016

Swapnil Kshirsagar
Company Secretary

M SIVAKUMAR
Partner
Membership No.: 023844

STATEMENT OF PROFIT AND LOSS
For the year ended March 31, 2016

(Amount in Rupees)

| | Particulars | Note | For the year ended March 31, | |
|----------|---|------|------------------------------|-------------------|
| | | | 2016 | 2015 |
| A | CONTINUING OPERATIONS | | | |
| 1 | Revenue from operations (gross) | | 42,865,700 | 27,942,888 |
| | Less: Excise duty | | - | - |
| | Revenue from operations (net) | | 42,865,700 | 27,942,888 |
| 2 | Other Income | 17 | 5,560,596 | 3,321,652 |
| 3 | Total Revenue (1+2) | | 48,426,296 | 31,264,540 |
| 4 | Expenses | | | |
| | (a) Cost of Material consumed | 18 | 20,135,176 | 14,855,357 |
| | (b) Employee benefit expense | 19 | 5,924,915 | 3,545,380 |
| | (c) Finance costs | 20 | 111,585 | 350,574 |
| | (d) Depreciation and amortization expense | 8 | 1,021,187 | 1,372,904 |
| | (e) Other expenses | 21 | 16,461,162 | 9,165,959 |
| | Total Expenses | | 43,654,024 | 29,290,174 |
| 5 | Profit/ (Loss) before exceptional and extraordinary items and tax | | 4,772,271 | 1,974,366 |
| 6 | Exceptional items | | - | - |
| 7 | Profit/ (Loss) before tax | | 4,772,271 | 1,974,366 |
| 8 | Tax Expense: | | | |
| | (a) Current tax expense for current year | | 1,585,016 | 806,511 |
| | (b) (Less): MAT credit (where applicable) | | - | - |
| | (c) Prior period expense | | 290,000 | - |
| | (d) Deferred tax | | -80,734 | -41,634 |
| 9 | Profit for the year after tax | | 2,977,990 | 1,209,489 |
| 10 | Number of equity shares of face value of Rs. 10/- each | | | |
| | Earnings per share – Basic & Diluted | | 2.27 | 1.42 |

The accompanying notes form an internal part of the financial statement
For and on behalf of the Board

As per our report of even date attached
For K. Venkatachalam Aiyer & Co.
Chartered Accountants
Firm's Registration No.: 004610S

Collin Richard Timms
Managing Director
(DIN: 00523528)

Liam Norman Timms
Whole-time Director
(DIN: 06453032)

Shailesh B. M.
Chief Financial Officer

Swapnil Kshirsagar
Company Secretary

M SIVAKUMAR
Partner
Membership No.: 023844

Place: Bengaluru
Date: 26.05.2016

CASH FLOW STATEMENT
For the year ended March 31, 2016

(Amount in Rupees)

| Particulars | For the year ended March 31, | |
|---|------------------------------|------------------|
| | 2016 | 2015 |
| A. Cash Flow from Operations | | |
| Net Profit as per Statement of Profit and Loss | 2,977,990 | 1,209,489 |
| Add: Depreciation and amortization | 1,021,187 | 1,372,904 |
| Income tax | 1,585,016 | 806,511 |
| Deferred Tax | (80,734) | (41,634) |
| Financial Charges | 111,585 | 350,574 |
| Less: Interest Received | 947,770 | 145,690 |
| Income tax refund | 1,420 | 329,380 |
| Cash Flow before working capital adjustments | 4,665,853 | 3,222,775 |
| Changes in assets and Liabilities | | |
| Inventories | (338,143) | (188,835) |
| Trade receivables | 1,550,462 | (1,000,682) |
| Loans and advances and other assets | (9,524,672) | (2,926,982) |
| Other Current asset | (649,903) | (376,346) |
| Other Non Current Assets | (1,834,738) | - |
| Trade Payables | (1,168,418) | (54,905) |
| Liabilities and Provisions | 668,775 | 817,448 |
| | (11,296,637) | (3,730,302) |
| Cash generated from operations | (6,630,785) | (507,528) |
| Net Income Tax (Paid)/ refunds | (1,198,580) | (170,620) |
| Cash flow before extraordinary item | (7,829,365) | (678,148) |
| Extraordinary item | - | - |
| Cash Flow from Operational Activities | (7,829,365) | (678,148) |
| B. Cash Flow from Investing Activities | | |
| Addition to Fixed Assets | (621,190) | (306,918) |
| Interest Received | 947,770 | 145,690 |
| Cash flow used for Investing Activities | 326,580 | (161,228) |
| C. Cash Flow from Financing Activities | | |
| Issue of shares | 4,590,000 | 1,500,000 |
| Proceeds from share premium | 16,628,340 | 300,000 |
| Receipt/ (Repayment) of Borrowings | - | (300,000) |
| Interest & Finance Charges Paid | (111,585) | (350,574) |
| Cash Flow used for Financing Activities | 21,106,755 | 1,149,426 |
| Net Cash Flows during the year | 13,603,971 | 310,051 |
| Cash & Cash equivalents at the beginning of the year | 2,615,825 | 2,305,774 |
| Cash & Cash equivalents at the end of the year | 16,219,796 | 2,615,825 |

The accompanying notes form an internal part of the financial statement
For and on behalf of the Board

As per our report of even date attached
For K. Venkatachalam Aiyer & Co.
Chartered Accountants
Firm's Registration No.: 004610S

Collin Richard Timms
Managing Director
(DIN: 00523528)

Liam Norman Timms
Whole-time Director
(DIN: 06453032)

Shailesh B. M.
Chief Financial Officer
Place: Bengaluru
Date: 26.05.2016

Swapnil Kshirsagar
Company Secretary

M SIVAKUMAR
Partner
Membership No.: 023844

Significant accounting policies

Company overview

Pecos Hotels and Pub Limited is engaged in Hotels and Pubs business. Company has earned esteem by providing high standard hospitality and services in Hotels and Pubs business. Company is putting effort for uplifting of society by providing employment for the local society.

The Company is a public limited company incorporated and domiciled in India and has its registered office at Bengaluru, Karnataka, India

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Use of estimates

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period.

Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Revenue Recognition

Revenues/ Incomes are generally accounted on accrual, as they are earned. Revenue from pub sales (food and beverages) is recognized upon rendering of service. Revenue from operations includes sale of goods and services, adjusted for discounts (net).

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Inventories

Inventories are measured at the lower of cost and net realizable value. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present condition and location. Costs of materials are determined by the FIFO method.

Depreciation and amortization

Depreciation on fixed assets is provided to the extent of depreciable amount on written down value method (WDV) at the rates and in the manner prescribed in schedule II to the Companies Act, 2013 over their useful life. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, as per accounting standard 26.

Impairment

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

Employees Benefits

Employee Benefits such as salaries, allowances, non-monetary benefits and employee benefits are charged as expense to the profit and loss account in the period in which the service is rendered.

Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Provisions and contingencies

A provision is recognized when the Company has a Present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent liabilities, if any are disclosed in the Notes.

Taxes on income

Income taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax, based on the tax liability computed, after considering tax allowances and exemptions. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Note 2: SHARE CAPITAL

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|---|-------------------|-------------------|
| | 2016 | 2015 |
| Autorised Share Capital | | |
| 2000000 Equity Shares of Rs. 10/- each | 20,000,000 | 20,000,000 |
| | 20,000,000 | 20,000,000 |
| Issued, Subscribed and Paid up Capital | | |
| 850875 Equity Shares of Rs. 10/- each fully paid up | 8,508,750 | 8,508,750 |
| 459000 Equity shares of Rs. 10/- each | 4,590,000 | - |
| TOTAL | 13,098,750 | 8,508,750 |

Note 2.1 459000 shares of Rs. 10/- each have been issued on 5th August, 2015.

i. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars | Opening Balance | Closing Balance |
|----------------------------------|-----------------|-----------------|
| Equity shares with voting rights | | |
| Period ended March 31, 2016 | | |
| - Number of shares | 850,875 | 1,309,875 |
| - Amount | 8,508,750 | 13,098,750 |
| Year ended March 31, 2015 | | |
| - Number of shares | 33,375 | 850,875 |
| - Amount | 333,750 | 8,508,750 |

ii. Details of shares held by each shareholder holding more than 5% shares

| Class of shares/ Name of shareholder | As at March 31, 2016 | | As at March 31, 2015 | |
|--------------------------------------|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Collin Richard Timms | 464,995 | 35 | 464,995 | 55 |
| Olinda Timms | 315,000 | 24 | 315,000 | 37 |
| Delfin International Limited | 70,875 | 5 | 70,875 | 8 |

iii. The Company is not a subsidiary, associate or holding company as in the Balance sheet date.

Note 3: RESERVES AND SURPLUS

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|--|-------------------|------------------|
| | 2016 | 2015 |
| (a) Securities Premium Reserve | | |
| Opening Balance | 300,000 | 2,666,250 |
| Add: On issue of shares | 16,628,340 | 300,000 |
| Less: Bonus Issue of equity shares | - | 2,666,250 |
| Less: On redemption of Debentures/ Bonds | - | - |
| Less: On buy back of Equity Shares | - | - |
| Closing balance | 16,928,340 | 300,000 |
| (b) Surplus/ (Deficit) in Statement of Profit and Loss | | |
| Opening balance | 1,409,483 | 4,705,964 |
| Add: Profit/ (Loss) for the year | 2,977,990 | 1,209,489 |
| | 4,387,473 | 5,915,453 |
| Less: Appropriation | - | - |
| Bonus Issue of Equity shares | - | 4,008,750 |
| Prior period adjustment | - | 497,220 |
| Closing balance | 4,387,473 | 1,409,483 |
| TOTAL | 21,315,813 | 1,709,483 |

Note 4: LONG TERM BORROWINGS

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|--|------------------|------------------|
| | 2016 | 2015 |
| Term Loans | | |
| (A) From Banks | | |
| Secured | - | - |
| Unsecured | - | - |
| (B) From Other Parties | | |
| Unsecured | | |
| (1) Delfin International Limited | 650,000 | 650,000 |
| (2) Guardian Health Management Pvt Ltd | - | - |
| (C) Related Parties | | |
| (1) Director | 950,000 | 950,000 |
| TOTAL | 1,600,000 | 1,600,000 |

Note 5: TRADE PAYABLES

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|--------------|-----------------|------------------|
| | 2016 | 2015 |
| For Goods | -145,678 | 889,279 |
| For Expenses | - | 133,461 |
| TOTAL | -145,678 | 1,022,740 |

Note 5.1: Under the Micro, Small & Medium Enterprises Development Act, 2006 which came into force from 2nd October, 2006, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. No amount is outstanding to Micro, Small & Medium Enterprises based on information available with the Company.

Note 6: OTHER CURRENT LIABILITIES

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|---|------------------|------------------|
| | 2016 | 2015 |
| (a) Statutory remittances | | |
| - Tax Deducted at source | 23,859 | 16,930 |
| - Service Tax | 2,000 | 145,467 |
| - Sale Tax | - | 153,942 |
| - Others | - | - |
| (b) Advances from customers | - | - |
| (c) Other Current Liabilities | | |
| (a) Salaries & Wages Payables | 275,092 | 302,461 |
| (b) Audit Fee Payable | 192,138 | 134,888 |
| (c) Legal and Professional Fees payable | - | 33,708 |
| (d) Other Current liabilities | 1,114,396 | 1,440,000 |
| (e) Directors Remuneration Payable | 40,000 | 60,000 |
| Total | 1,647,485 | 2,287,396 |

Note 6.1: The statutory payable as on March 31, 2016, is paid within the due date.

Note 7: SHORT TERM PROVISIONS

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|---|------------------|------------------|
| | 2016 | 2015 |
| (a) Provision - Others | | |
| (i) Provision for Tax AY 2015-16 | 1,585,016 | 1,172,967 |
| (ii) Provision for tax in the earlier years | 1,172,967 | - |
| (iii) Electricity | 108,689 | - |
| Total | 2,866,672 | 1,172,967 |

Note 8: FIXED ASSETS

| A | Particulars | Gross Block | | | Accumulated depreciation and Impairment | | | Net Block | |
|---|-----------------------------------|--|---------------------------|------------------------|--|--|--|--|--|
| | | Balance as at 01 st April, 2015 | Additions/ on Acquisition | Disposals/ Adjustments | Balance as at 31 st March, 2016 | Balance as at 01 st April, 2015 | Depreciation / amortization expense for the year | Balance as at 31 st March, 2016 | Balance as at 31 st March, 2015 |
| | (a) Plant and Equipment | | | | | | | | |
| | Computer | 53,247 | - | - | 53,247 | 52,965 | - | 282 | 282 |
| | Computer (B) | 20,000 | 230,622 | - | 250,622 | 6,739 | 43,701 | 200,182 | 13,261 |
| | Plant and Machinery | 191,274 | - | - | 191,274 | 134,395 | 33,556 | 23,323 | 56,879 |
| | (b) Furniture and Fixtures | | | | | | | | |
| | Furniture and Fixtures | 2,954,144 | - | - | 2,954,144 | 2,492,441 | 114,469 | 347,234 | 461,703 |
| | Electrical Fittings | 242,405 | 109,308 | - | 351,713 | 170,660 | 43,186 | 137,866 | 71,745 |
| | Interior | 143,944 | - | - | 143,944 | 130,457 | 6,290 | 7,197 | 13,487 |
| | (c) Vehicles | | | | | | | | |
| | Vehicles | 1,233,844 | - | - | 1,233,844 | 807,970 | 263,784 | 162,090 | 425,874 |
| | (d) Office equipment | | | | | | | | |
| | Air Conditioner | 212,343 | - | - | 212,343 | 184,161 | 10,885 | 17,297 | 28,182 |
| | Television/ Audio equipments | 363,283 | - | - | 363,283 | 207,227 | 115,333 | 40,723 | 156,056 |
| | Audio Equipments | 493,408 | 89,360 | - | 582,768 | 378,145 | 61,938 | 142,685 | 115,263 |
| | Generator | 63,643 | - | - | 63,643 | 47,221 | 13,240 | 3,182 | 16,422 |
| | Coolers | 49,869 | - | - | 49,869 | 44,176 | 3,200 | 2,493 | 5,693 |
| | Kitchenware | 144,431 | 10,125 | - | 154,556 | 107,053 | 21,734 | 25,769 | 37,378 |
| | Kitchenware (B) | 192,600 | - | - | 192,600 | 27,260 | 125,437 | 39,903 | 165,340 |
| | Other Office Equipments | 36,510 | 24,183 | - | 60,693 | 19,934 | 11,384 | 29,375 | 16,576 |
| | CCTV Camera | 61,665 | - | - | 61,665 | 35,315 | 17,336 | 9,014 | 26,350 |
| | Mobile Phone | - | 111,792 | - | 111,792 | - | 12,657 | 99,135 | - |
| | Total | 6,456,609 | 575,390 | - | 7,031,999 | 4,846,119 | 898,130 | 1,287,750 | 1,610,491 |
| | Previous year | 5,678,136 | 485,123 | - | 5,678,136 | 3,593,611 | 1,100,388 | 1,762,610 | 2,084,525 |

Note 8.1: Intangible Assets

| Particulars | Gross Block | | | Accumulated depreciation and Impairment | | | Net Block | |
|-------------------|--|---------------------------|------------------------|--|--|--|--|--|
| | Balance as at 01 st April, 2015 | Additions/ on Acquisition | Disposals/ Adjustments | Balance as at 31 st March, 2016 | Balance as at 01 st April, 2015 | Depreciation / amortization expense for the year | Balance as at 31 st March, 2016 | Balance as at 31 st March, 2015 |
| Tangible Assets | | | | | | | | |
| Goodwill | 1,203,971 | - | - | 1,203,971 | 591,952 | 120,397 | 491,622 | 612,019 |
| Computer Software | - | 45,800 | - | 45,800 | - | 2,659 | 43,141 | - |
| Total | 1,203,971 | 45,800 | - | 1,249,771 | 591,952 | 123,056 | 534,763 | 612,019 |
| Previous year | 1,203,971 | - | - | 1,203,971 | - | 120,397 | 1,083,574 | 612,019 |

Note 8.2: Goodwill is amortised as per Accounting Standard 26-Intangible Assets, over the period of 10 years. Software is amortized over a period of 4 years.

Fixed Asset Schedule as per Income Tax Act, 1961

| Particulars | WDV as at April 1, 2015 | Addition during the year | | Deletion | As at March 31, 2016 | Rate of Depreciation | Depreciation | WDV as at March 31, 2016 |
|------------------------------|-------------------------|--------------------------|----------------|----------|----------------------|----------------------|----------------|--------------------------|
| | | > 180 days | < 180 days | | | | | |
| Goodwill A/c | 902,978 | - | - | - | 902,978 | 25% | 225,745 | 677,234 |
| Furniture and Fixtures | 1,667,991 | - | - | - | 1,667,991 | 10% | 166,799 | 1,501,192 |
| Kitchenware | 264,511 | - | 10,125 | - | 274,636 | 10% | 26,957 | 247,679 |
| Electrical Fittings | 56,098 | 52,100 | 57,208 | - | 165,406 | 10% | 13,680 | 151,726 |
| Plant and Machinery | 151,630 | - | - | - | 151,630 | 15% | 22,745 | 128,886 |
| Television/ Audio Equipments | 146,299 | 47,500 | 41,860 | - | 235,659 | 15% | 29,070 | 206,589 |
| Air Conditioner | 73,118 | - | - | - | 73,118 | 15% | 10,968 | 62,150 |
| Audio Equipment | 133,939 | - | - | - | 133,939 | 15% | 20,091 | 113,848 |
| Fabricated Cooler | 16,897 | - | - | - | 16,897 | 15% | 2,535 | 14,362 |
| Generator | 3,370 | - | - | - | 3,370 | 15% | 506 | 2,865 |
| Car | 868,766 | - | - | - | 868,766 | 15% | 130,315 | 738,451 |
| CCTV Camera | 33,484 | - | - | - | 33,484 | 15% | 5,023 | 28,461 |
| Other Office Equipments | 25,744 | - | - | - | 49,927 | 15% | 5,675 | 44,252 |
| Computer | 14,153 | - | - | - | 244,775 | 60% | 77,678 | 167,097 |
| Software | - | - | - | - | 45,800 | 60% | 13,740 | 32,060 |
| Mobile Phones | - | - | - | - | 111,792 | 15% | 8,384 | 103,408 |
| TOTAL | 4,358,978 | 99,600 | 521,590 | - | 4,980,168 | | 759,910 | 4,220,258 |

Note 9: DEFERRED TAX

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|-------------------------|----------------|----------------|
| | 2016 | 2015 |
| Related to Fixed Assets | 740,903 | 660,169 |
| TOTAL | 740,903 | 660,169 |

(Amount in Indian Rupees)

| Particulars | Amount |
|--|-------------------|
| WDV as per Companies Act (A) | 1,822,513 |
| WDV as per income tax Act (B) | 4,220,258 |
| Difference between the Written Down Values (A-B) | -2,397,745 |
| Tax thereon @ 30% | -719,324 |
| Add: Surcharge | - |
| | -719,324 |
| Add: Education Cess | -21,580 |
| Deferred Tax Asset | -740,903 |
| Deferred Tax Asset Opening Balance | -660,169 |
| Net Deferred Tax Expense taken to Profit and Loss Account | 80,734 |

Note 10: LONG TERM LOANS AND ADVANCES

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|--|-------------------|------------------|
| | 2016 | 2015 |
| (a) Security deposits | | |
| Secured, considered good | | |
| Rent Deposit | 6,903,644 | 4,753,644 |
| Other Deposits | 994,615 | 1,673,615 |
| (b) Unsecured, considered good | 8,804,864 | 1,801,524 |
| (c) Loans and advances to related parties | | |
| Secured, considered good | - | - |
| GSK Enterprises | - | 125,000 |
| TOTAL | 16,703,123 | 8,353,783 |

Note 11: OTHER ASSETS

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|-------------------------|------------------|----------|
| | 2016 | 2015 |
| Unamortised expenditure | - | - |
| Legal expenses on Issue | 1,834,738 | - |
| TOTAL | 1,834,738 | - |

IPO Expenses amounting to Rs. 2,293,423/- is being amortized over a period of 5 years.

Note 12: INVENTORIES

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|----------------|----------------|----------------|
| | 2016 | 2015 |
| Stock-in-trade | 695,037 | 356,894 |
| TOTAL | 695,037 | 356,894 |

Note 13: TRADE RECEIVABLES

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|---------------------------------------|----------------|----------|
| | 2016 | 2015 |
| Outstanding less than 6 months | | |
| Unsecured considered goods | | |
| Customers | 93,344 | - |
| TOTAL | 93,344 | - |

Note 14: CASH AND CASH EQUIVALENTS

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|----------------------------------|-------------------|------------------|
| | 2016 | 2015 |
| (a) Cash on hand | 797,354 | 192,306 |
| (b) Balances with banks | | |
| Guardian Souhardra Sahakari Bank | 335,621 | 647,470 |
| SBI | - | 14,242 |
| ICICI | 9,265 | 9,265 |
| Fixed Deposit with Bank | 15,077,556 | 1,752,542 |
| TOTAL | 16,219,796 | 2,615,825 |

Note 15: SHORT-TERM LOANS AND ADVANCES

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|-----------------------------|------------------|------------------|
| | 2016 | 2015 |
| (a) Others | | |
| Advances to related parties | - | - |
| Advances to others | 1,991,632 | 2,460,106 |
| TOTAL | 1,991,632 | 2,460,106 |

Note 16: OTHER CURRENT ASSETS

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|------------------------------|------------------|----------------|
| | 2016 | 2015 |
| Miscellaneous Expenditure | 304,186 | 380,233 |
| Interest accrued on deposits | 815,197 | 89,247 |
| TOTAL | 1,119,383 | 469,480 |

Note 17: OTHER INCOME

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|--------------------------|------------------|------------------|
| | 2016 | 2015 |
| Interest Income | 947,770 | 145,690 |
| Brand Promotional Income | 4,612,826 | 3,175,962 |
| TOTAL | 5,560,596 | 3,321,652 |

Note 18: MATERIALS CONSUMED

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|------------------------|-------------------|-------------------|
| | 2016 | 2015 |
| Stock at commencement | 356,894 | 168,059 |
| Add: Purchases | 20,473,319 | 15,044,192 |
| | 20,830,213 | 15,212,251 |
| Less: Stock at closing | 695,037 | 356,894 |
| TOTAL | 20,135,176 | 14,855,357 |

Note 19: EMPLOYEE BENEFITS EXPENSES

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|------------------------|------------------|------------------|
| | 2016 | 2015 |
| Salaries and wages | 4,201,049 | 2,531,833 |
| Directors Remuneration | 480,000 | 720,000 |
| Staff welfare expenses | 1,243,866 | 434,073 |
| TOTAL | 5,924,915 | 3,685,906 |

Note 20: FINANCE COSTS:

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|-----------------------------|----------------|----------------|
| | 2016 | 2015 |
| Interest expense on: | | |
| Credit card | - | 282,572 |
| Bank Charges | 103,499 | 68,002 |
| Interest on TDS | 8,086 | - |
| TOTAL | 111,585 | 350,574 |

Note 21: OTHER EXPENSES

(Amount in Indian Rupees)

| Particulars | As at March 31 | |
|-------------------------------------|-------------------|------------------|
| | 2016 | 2015 |
| Power and fuel | 1,317,937 | 957,479 |
| Advertisement Expenses | 220,182 | 43,152 |
| Rent | 6,099,427 | 3,356,162 |
| Repairs and maintenance - Office | 319,657 | 308,018 |
| Repairs and maintenance – Machinery | 434,416 | 585,551 |
| Repairs and maintenance – Others | 2,719,725 | 1,065,895 |
| Rates and taxes | 313,974 | 301,701 |
| Communication | 195,038 | 236,017 |
| Traveling and conveyance | 1,136,730 | 676,813 |
| Printing and stationary | 185,213 | 56,549 |
| Water charges | 465,194 | 277,654 |
| Business Promotion | 1,283,310 | 216,767 |
| IPO Expenses | 458,685 | - |
| Miscellaneous Expenses Assets | 76,047 | - |
| License Renewal | 123,000 | 207,130 |
| Professional fees | 810,326 | 754,001 |
| Audit Fees | 57,250 | 68,400 |
| Miscellaneous expenses | 48,728 | 54,670 |
| Stock Exchange expenses | 254,183 | - |
| TOTAL | 16,461,162 | 9,165,959 |

Note 22: ACQUISITION OF PECOS PUB

Pursuant to the agreement for assignment of business dates January 14, 2015, the Company has acquired Pecos Pub, a sole proprietary concern of its Managing Director, Mr. Collin Richard Timms. The Assets and Liabilities as on 31st December, 2014 have been takeover at their book values. The Purchase Consideration of Rs, 1,800,000 for which 150,000 shares of Rs. 10 each were issues at Rs. 12.

Note 23: RELATED PARTY TRANSACTIONS

A. Particulars of companies / firms where control/ significant influence exists:

| Particulars | Nature of Relationship |
|---|---|
| Delfin International Ltd | Company in which Director exercises control |
| Commits Education Private Limited | Company in which Director exercises control |
| GSK Enterprises Private Limited | Company in which Director exercises control |
| Guardian Health Management Private Limited | Company in which Director exercises control |
| C N Professional & Legal Services Private Limited | Company in which Director exercises control |
| Guardian Medical Services Private Limited | Company in which Director exercises control |
| Sol Aqua Nova Engineering company Private Limited | Company in which Director exercises control |
| Spot City Transit Services Private Limited | Company in which Director exercises control |
| Elcity Golf LLP | Company in which Director exercises control |

B. Name of the Key Managerial Persons:

| Particulars | Nature of Relationship |
|----------------------|-------------------------------|
| Collin Richard Timms | Managing Director |
| Olinda Timms | Director |

Transactions with Related Parties mentioned in (A) above:

| Particulars | Amount |
|----------------------|---------------|
| Long term borrowings | 6,50,000 |

Transactions with Related Parties mentioned in (B) above:

| Particulars | Amount |
|----------------------------|---------------|
| Long term borrowings | 9,50,000 |
| Rent/Lease deposit payable | 12,00,000 |

Transactions during the year with related parties

| Particulars | Amount |
|--------------------|---------------|
| Rent | 1,440,000 |

PECOS HOTELS AND PUBS LIMITED

(CIN: U55101KA2005PLC035603)

Regd. Office: 189/1, 1st, 2nd, 3rd & 4th Floor, Brigade Road, Bengaluru - 560001

Tel: ((080) 25580971, Fax: (080) 41464692

E mail ID: pecoshotels@gmail.com, website: www.pecospub.com

Form MGT-11

PROXY FORM

**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014]**

Name of the Member(s):

Registered Address:

E mail ID:

Folio No. / Client ID: DP ID No.:

I/ We being the members of Shares of Pecos Hotels and Pubs Limited,
hereby appoint

1. Name: E mail ID:
Address:
..... Signature:
or failing him

2. Name: E mail ID:
Address:
..... Signature:
or failing him

3. Name: E mail ID:
Address:
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company to be held on Saturday, September 24th, 2016 at 11:00 A. M. at #139, 2nd Floor, Guardian House (Gurumurthy Bhavan) Infantry Road, Bengaluru – 560001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Olinda Timms (DIN: 00523561), who retires by rotation and, being eligible, offers herself for re-appointment.
3. Ratification of appointment of Auditors.
4. Appointment of Mr. Jayanta Chatterjee a Director of the Company.
5. Appointment of Mr. Jayanya Chatterjee as an Executive Director of the Company.

Signed this Day of 2016

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Signature of shareholder Signature of Proxyholder(s)

NOTE:

This form in order should be effective should be duly completed and deposited at the Corporate Office of the Company at 139, Guardian House, 2nd Floor, Infantry Road, Bengaluru – 560001 not less than 48 hours before the commencement of the Meeting.

PECOS HOTELS AND PUBS LIMITED

(CIN: U55101KA2005PLC035603)

Regd. Office: 189/1, 1st, 2nd, 3rd & 4th Floor, Brigade Road, Bengaluru - 560001

Tel: (080) 25580971, Fax: (080) 41464692

E mail ID: pecoshotels@gmail.com, website: www.pecospub.com

ATTENDANCE SLIP

Folio No. _____ DP ID No. _____ Client ID No. _____

I hereby record my presence at the 11th Annual General Meeting of the Company to be held on 24th day of September, 2016 at 11:00 A.M. at the Corporate Office of the Company situated at 139, 2nd Floor, Guardian House (Gurumurthy Bhavan) Infantry Road, Bengaluru – 560001 India.

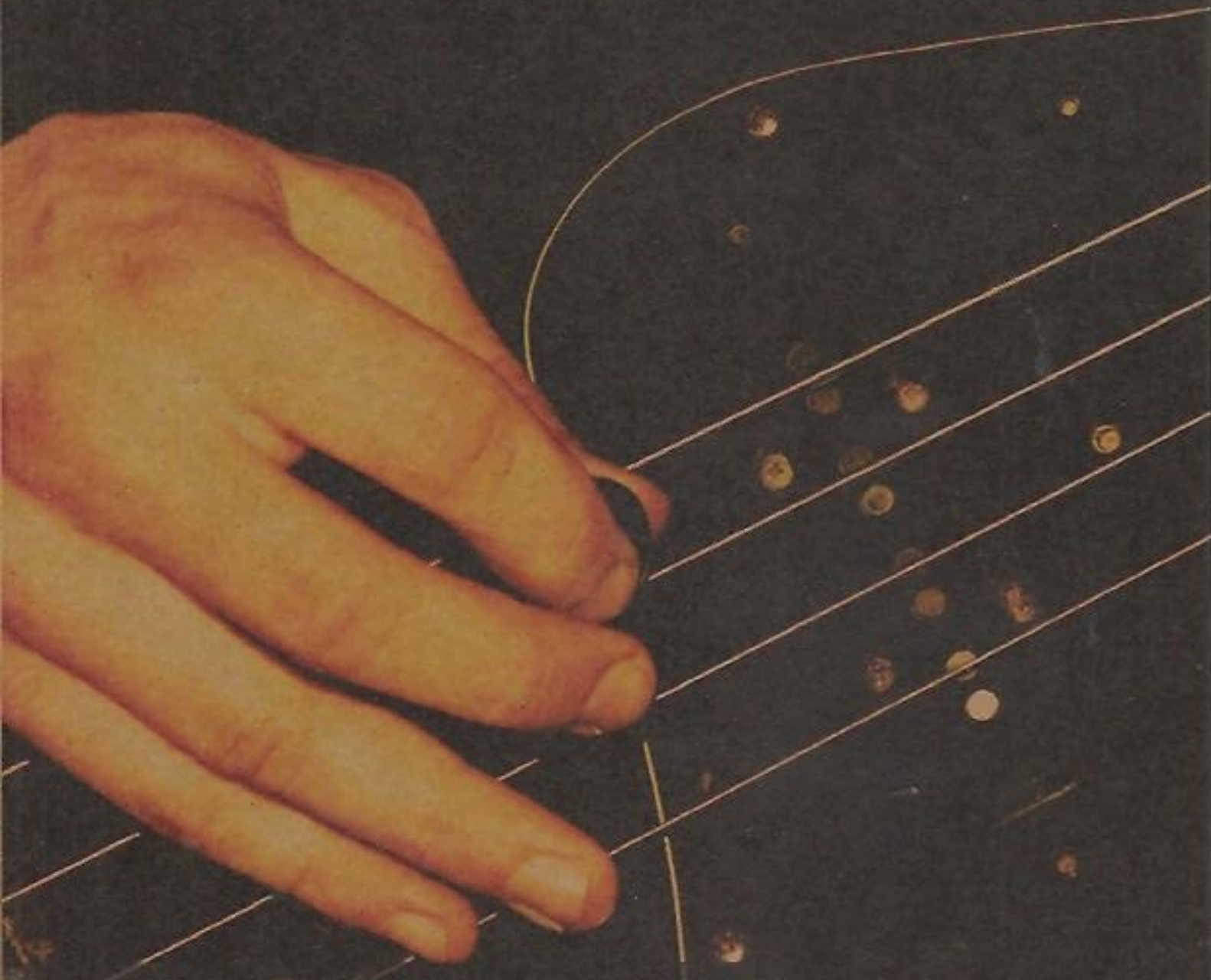
Name of the Shareholder:

Name of the Proxy:

Signature of Proxy/ Member:

1. Only members/ Proxyholder can attend the meeting.
2. Member/ Proxyholder should bring his/ her copy of the Annual Report for the reference at the Meeting.

Note: Members are requested to bring their copies of Annual Report to the Meeting.



PECOS HOTELS AND PUBS LTD

Registered Address

No. 189/1, 1st, 2nd, 3rd, & 4th Floor
Brigade Road, Bangalore - 560001

Corporate Office

No.139, 2nd Floor
Guardian House (Gurumurthy Bhavan)
Infantry Road, Bangalore - 560001

Website : www.pecospub.com

Tel : 080 2558 0971

Email : pecoshotels@gmail.com

PECOS HOTELS AND PUBS LIMITED

(CIN: U55101KA2005PLC035603)

Regd. Office: 189/1, 1st, 2nd, 3rd & 4th Floor, Brigade Road, Bengaluru - 560001

Tel: (080) 25580971, Fax: (080) 41464692

E mail ID: pecoshotels@gmail.com, website: www.pecospub.com

**Addendum to the Notice of the 11th Annual General Meeting of
Pecos Hotels and Pubs Limited**

SPECIAL BUSINESS:

6. Remuneration of Mr. Liam Norman Timms, Whole-time Director 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 197, 198, 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the relevant provisions of the Article of Association of the Company, approval of the members of the Company be and is hereby accorded for the revision in the remuneration of Mr. Liam Norman Timms (DIN: 06453032), Whole-time Director of the Company from Rs. 2,40,000/- per annum to Rs. of Rs. 4,20,000/- per annum (inclusive of salaries, perquisites, etc).”

Other Terms and Conditions:

The terms and conditions of appointment of Whole-time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Whole-time Director for attending meeting of the Board of Directors or any committee thereof.

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1)
OF THE COMPANIES ACT, 2013

ITEM NO. 6

The Company appointed Mr. Liam Norman Timms as Whole-time Director for a period of five years from 25th March, 2015 to 24th March, 2020 at the Extra ordinary General Meeting held on 25th March, 2015.”

Nomination and Remuneration Committee at its meeting held on May 25, 2016 approved the payment of remuneration of Rs. 4,20,000/- to Mr. Liam Norman Timms, Whole-time Director, which was approved by the Board of Directors at their meeting held on May 26, 2016 taking into account the excellent performance and dedication of Mr. Liam Norman Timms, Whole-time Director, of the Company.

The Board recommends the passing of the resolution by the Members of the Company, as set out in the above item of the Notice.

Mr. Liam Norman Timms, Mr. Collin Richard Timms and Ms. Olinda Timms are concerned or interested in the above resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested in the above said resolutions.

**By Order of the Board of Directors
For Pecos Hotels and Pubs Limited**

Date: 06.09.2016
Place: Bengaluru

Swapnil Kshirsagar
Company Secretary

The above addendum to the Notice and explanatory statement alongwith Notice of the ensuing 11th AGM is available on the website of the Company (**www.pecospub.com**)

PECOS HOTELS AND PUBS LIMITED

(CIN: U55101KA2005PLC035603)

Regd. Office: 189/1, 1st, 2nd, 3rd & 4th Floor, Brigade Road, Bengaluru - 560001

Tel: ((080) 25580971, Fax: (080) 41464692

E mail ID: pecoshotels@gmail.com, website: www.pecospub.com

Form MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

E mail ID:

Folio No. / Client ID: DP ID No.:

I/ We being the members of Shares of Pecos Hotels and Pubs Limited, hereby appoint

1. Name: E mail ID:

Address:

..... Signature:

or failing him

2. Name: E mail ID:

Address:

..... Signature:

or failing him

3. Name: E mail ID:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company to be held on Saturday, September 24th, 2016 at 11:00 A. M. at #139, 2nd Floor, Guardian House (Gurumurthy Bhavan) Infantry Road, Bengaluru – 560001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Olinda Timms (DIN: 00523561), who retires by rotation and, being eligible, offers herself for re-appointment.
3. Ratification of appointment of Auditors.
4. Appointment of Mr. Jayanta Chatterjee a Director of the Company.
5. Appointment of Mr. Jayanya Chatterjee as an Executive Director of the Company.
6. Remuneration of Mr. Liam Norman Timms, Whole-time Director of the Company.

Signed this Day of 2016

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Signature of shareholder Signature of Proxyholder(s)

NOTE:

This form in order should be effective should be duly completed and deposited at the Corporate Office of the Company at 139, Guardian House, 2nd Floor, Infantry Road, Bengaluru – 560001 not less than 48 hours before the commencement of the Meeting.