



ARUNA HOTELS LIMITED

CIN: L15421TN1960PLC004255

March 15, 2022
Chennai

To,
The Listing Department,
BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai 400001

BSE Scrip Code: 500016
ISIN: INE957C01019

Dear Sir / Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 of SEBI Listing Regulations, we hereby enclose copy of Postal Ballot Notice dated 10.03.2022 being sent to the Members.

The Notice seeks approval of the members of Aruna Hotels Limited (the "Company") through Postal Ballot only by means of remote electronic voting ("remote e-voting") in respect of the following special resolutions as set out in the Notice.

1. Re-appointment of Mr. Suyambu Narayanan (DIN: 07718798) as an Independent Director of the Company and
2. Appointment of Mr. Radhaswamy Venkateswaran (DIN: 09532159) as Director cum Managing Director of the Company

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid notice is being sent only by email to all the members of the Company who have registered their email addresses with the Company / Registrar and Share Transfer Agent or respective Depository Participant (DP) and whose names are recorded in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 11th March, 2022.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as an authorised agency to provide remote e-voting facility to its members. The remote e-voting shall commence on Thursday, March 17, 2022 from 9.00 A.M. (IST) onwards and shall end on Friday, April 15, 2022 at 5.00 P.M. (IST) (both days inclusive). The remote e-voting module shall be disabled by CDSL thereafter.

The result of the Postal Ballot will be announced on or before Sunday, 17th April, 2022.

The Postal Ballot Notice is also available on the Company's website at www.arunahotels.com and CDSL e-voting website at www.evotingindia.com

We request you to kindly take the same on record.

Thank you,
Yours faithfully,
for **ARUNA HOTELS LIMITED**

K LAKSHMI
COMPANY SECRETARY & COMPLIANCE OFFICER



Encl: a/a



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In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

POSTAL BALLOT NOTICE

(Notice issued to Members pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given that in compliance with the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Secretarial Standard -2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021 and 20/2021 dated 08.12.2021 (collectively referred to as the "MCA Circulars") and other applicable laws, rules and regulations, if any, the Special Resolutions set forth below, being unavoidable in nature, are proposed to be passed by the Members of Aruna Hotels Limited ("Company") through Postal Ballot, only by way of voting through electronic means ("remote e-voting").

In view of the current extraordinary circumstances due to Covid-19 pandemic requiring social distancing, the Ministry of Corporate Affairs, Government of India ("the MCA") in terms of MCA Circulars, has advised the Companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the Communication of assent/dissent of the members on the resolutions proposed in the Postal Ballot Notice ("Notice") will take place only through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope **will not be sent to the members for this Postal Ballot** and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors has appointed Mr. M. Damodaran, Managing Partner of M. Damodaran & Associates LLP, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated his willingness to be appointed for the said purpose. The Scrutinizer will submit his report to the Chairman of the Company or any duly authorised person of the Company. Members are requested to cast their vote through remote e-voting, which commences from Thursday, 17th March, 2022 at 9.00 a.m. (IST) to Friday, 15th April, 2022 till 5.00 p.m. (IST) The remote e-voting module shall be disabled thereafter. The result of the postal ballot through remote e-voting shall be declared by the Chairman or other duly authorised person of the Company on or



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before 17th April, 2022. The voting results will be communicated to the Depositories, Registrar and Share Transfer Agents, the BSE Limited, the stock exchange, where the shares of the Company are listed in accordance with the provisions of SEBI Listing Regulations and shall also be displayed on the Company's website www.arunahotels.com.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts relating to the resolutions and instructions for remote e-voting are annexed to this Notice.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No.1:

Re-appointment of Mr. Suyambu Narayanan (DIN: 07718798) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification, following resolution as **'Special Resolution'**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and as per the recommendation of Nomination and Remuneration Committee and as per the approval of the Board of Directors, Mr. Suyambu Narayanan (DIN: 07718798) Independent Director of the Company, who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the member's intention to propose reappointment of Mr. Suyambu Narayanan as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years commencing from 10.02.2022 to 09.02.2027 upon such terms and conditions (including remuneration if any) as may be determined by the Board from time to time, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No.2:

Approval for Appointment of Mr. Radhaswamy Venkateswaran (DIN: 09532159) as Director cum Managing Director of the Company

To consider and if thought fit, to pass with or without modification, following resolution as **'Special Resolution'**



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“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161, 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, enactments or re-enactments thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended, and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board, the appointment of Mr. Radhaswamy Venkateswaran (DIN: 09532159), as an Additional Director and Managing Director of the Company made at the Board Meeting held on 10th March, 2022, in respect of whom the Company has received a notice in writing as required under section 160, be confirmed and the consent of the Company be and is hereby granted for appointment of Mr. Radhaswamy Venkateswaran as Director cum Managing Director of the Company for a period of five (5) consecutive years commencing from 10.03.2022 to 09.03.2027 subject to retire by rotation on payment of remuneration as detailed in the Explanatory Statement.”

“RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. Radhaswamy Venkateswaran shall be subject to overall ceiling laid down under the Companies Act, 2013 and the Board be and is hereby authorised to vary, alter and modify the terms and conditions of remuneration/ remuneration structure of Mr. Radhaswamy Venkateswaran as a Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by the Companies Act, 2013 and SEBI Listing Regulations”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board, do accept to pay the remuneration as mentioned in the explanatory statement as the minimum remuneration as mentioned in Schedule V of the Companies Act, 2013 to Mr. Radhaswamy Venkateswaran, Managing Director of the Company”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution.”

**For and on behalf of the Board of Directors
Aruna Hotels Limited**

**Sd/-
K Lakshmi
Company Secretary**

**Place: Chennai
Date: 10.03.2022**

Registered Office:
145, Sterling Road,
Nungambakkam,
Chennai 600034
CIN: L15421TN1960PLC004255
Email: cs@ahlchennai.com
Website: www.arunahotels.com



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NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, setting out the material facts in respect of items 1 and 2 are annexed herewith.
2. In view of the continuing COVID-19 pandemic and in accordance with MCA Circulars and SS-2, this Notice along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, March 11, 2022 (the 'cut-off date')**.

Members may note that this Notice shall also be uploaded on the website of the Company (www.arunahotels.com), on the website of MCS Share Transfer Agent Limited (MCS), the Company's Registrar and Share Transfer Agents at www.mcsregistrars.com and on the website of the Stock Exchange, the BSE Limited (www.bseindia.com), where the shares of the company are listed.
3. In accordance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system.
4. The voting rights of Members shall be in proportion to the equity shares held by the members in the paid-up equity share capital of the Company as on **Cut-off date i.e. Friday, March 11, 2022**. A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules, SS-2, MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by Central Depository Services (India) Limited (CDSL), for facilitating voting through electronic means, as the authorised e-voting agency. Instructions for remote e-voting are provided in this Notice.
6. The remote e-voting period shall commence on Thursday, March 17, 2022 from 9.00 A.M. (IST) onwards and shall end on Friday, April 15, 2022 at 5.00 P.M. (IST) (both days inclusive). During this period, Members of the Company holding equity shares in physical or dematerialized form as on the Cut-off date i.e., Friday, March 11, 2022 (including those Members who may not have received this Notice due to non-registration of their email address with the Company or the Depositories / Depository Participants or RTA) may cast their vote electronically, in respect of the resolution(s) as set out in the Notice only through remote e-voting. The remote e-voting shall be disabled by CDSL thereafter. Once the vote on resolution is cast by a member, no changes shall be allowed subsequently.
7. The Board of Directors has appointed Mr. M. Damodaran, Managing Partner of M. Damodaran & Associates LLP, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made there under.



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8. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman and after completion of the scrutiny, and the result of the voting of the Postal Ballot will be announced by the Chairman or any person duly authorised by him on or before April 17th, 2022 and will also be displayed on the website of the Company www.arunahotels.com and will be intimated to the BSE Limited, the Stock Exchange where the shares of the Company are listed in accordance with the provisions of the SEBI Listing Regulations.
9. A member cannot exercise his vote by proxy on Postal Ballot.
10. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
11. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to cs@ahlchennai.com
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Tamil Nadu.
13. Members who have not registered their email addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant(s) ("**DP**") in case the shares are held in electronic form and with the RTA in case the shares are held in physical form.

Registration of email addresses:

Members who have not yet registered their email addresses are requested to follow the process mentioned below for registering their email addresses and to receive Postal Ballot Notice in electronic mode and receive login ID and password for e-Voting:

For Physical Shareholders	Kindly send a request to MCS Share Transfer Agent Limited (MCS), Registrar and Share Transfer Agent (RTA) at helpdesk@mcsregistrars.com providing their name, folio number, scanned copy of the share certificate (front and back), self-attested scanned copy of the PAN card and self-attested scanned copy of Aadhaar card) in support for registering e-mail address.
For Demat Shareholders	Kindly provide Demat account details (CDSL-16-digit beneficiary ID or NSDL – 16 digit DPID+CLID), Name, Client Master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of the PAN card), AADHAAR (self-attested scanned copy of the AADHAAR card) to their DP only, as per the process advised by their DP. The registered email address will also be used for sending future communications.

14. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. April 15, 2022 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.



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15. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

**VOTING THROUGH ELECTRONIC MEANS:
THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING ARE AS UNDER:**

The Company has made arrangements with Central Depository Services (India) Limited (CDSL) for facilitating e-voting through Postal Ballot process. The instructions to Members for voting electronically are as under:

- (i) The voting period begins on Thursday, 17th March, 2022 at 9.00 a.m. (IST) and ends on Friday, 15th April, 2022 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 11th March, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders'/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to above-said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to



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	enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



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	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <ARUNA HOTELS LIMITED> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



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(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email: kjr@mdassociates.co.in and to the Company at the email address viz; cs@ahlchennai.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding Postal Ballot e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All the grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



ARUNA HOTELS LIMITED

CIN: L15421TN1960PLC004255

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

Item No.: 1:

Re-appointment of Mr. Suyambu Narayanan (DIN: 07718798) as an Independent Director of the Company

Mr. Suyambu Narayanan (DIN: 07718798) was appointed as Independent Director of the Company by the members in the Annual General Meeting held on 28th September, 2017 for a term of 5 (five) consecutive years commencing with effect from 10th February, 2017 and accordingly the term of appointment of Mr. Suyambu Narayanan (DIN: 07718798) has expired on 9th February, 2022.

Pursuant to the recommendation of Nomination and Remuneration Committee, subject to the approval of the shareholders, the Board of Directors of the Company passed a resolution at their meeting held on 8th February, 2022 approving re-appointment of Mr. Suyambu Narayanan as an Independent Director for a second term of 5 (five) consecutive years commencing from 10.02.2022 to 09.02.2027, based on his skills, experience, knowledge and positive outcome of performance evaluation, upon such terms and conditions (including remuneration if any) as may be determined by the Board from time to time, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

As per provisions of sub-section (10) of Section 149 and other applicable provisions of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a Special Resolution and disclosure of such appointment in Board's report.

The Company has received a notice pursuant to Section 160 of the Act proposing the reappointment of Mr. Suyambu Narayanan as Independent Director of the Company. The company has also received a declaration from Mr. Suyambu Narayanan confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI Listing Regulations. Further the Company has also received consent from Mr. Suyambu Narayanan to act as Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Suyambu Narayanan fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mr. Suyambu Narayanan setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@ahlchennai.com.

Except Mr. Suyambu Narayanan, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about Mr. Suyambu Narayanan are annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the SEBI Listing Regulations.



ARUNA HOTELS LIMITED

CIN: L15421TN1960PLC004255

Item No.: 2:

Approval for Appointment of Mr.Radhaswamy Venkateswaran, (DIN: 09532159) as Director cum Managing Director of the Company

The Board of Directors of the Company has appointed Mr. Radhaswamy Venkateswaran, (DIN: 09532159) at the Board Meeting held on 10.03.2022 based on the recommendation of Nomination and Remuneration Committee subject to approval of the shareholders as an Additional Director and Managing Director for a period of Five (5) consecutive years commencing from 10.03.2022 to 09.03.2027.

The Company has received a notice pursuant to Section 160 of the Act proposing the appointment of Mr. Radhaswamy Venkateswaran as Director of the Company.

Further, considering his rich experience and knowledge, the Board now seeks to confirm his appointment as a Director cum Managing Director of the Company.

Hence, the Board of Directors recommends the resolution at Item No. 2 for approval of the Members by way of a Special Resolution.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about Mr. Radhaswamy Venkateswaran is annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the SEBI Listing Regulations.

The details of the proposed Remuneration are as follows:

A consolidated salary of Rs. 21,000/- (p.m.) (Rupees Twenty-One thousand only) per month along with reimbursement of expenses incurred by him on account of business of the Company.

Except Mr. Radhaswamy Venkateswaran, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

Information in terms of Clause (iv) of Second Proviso to Section II of Part II of Schedule V to the Companies Act, 2013:

I. General Information:

1. Nature of Industry: The Company is a Hotel Industry
2. Date or expected date of commencement of commercial production: June 2022
3. Financial performance based on given indicators: The following are the results of the Company during the last three years:

Financial parameters	2018-2019	2019-2020	2020-2021
Net Sales/Revenue from operations	--	-	30.08
Other Income	82.60	10.50	1.90
Total Income	82.60	10.50	32.80
Profit after tax	(1,814.60)	(788.60)	(1008.00)

Rs. In lakhs

4. Foreign Investments or collaborations, if any: Nil

II. Information about the appointee:

1. Background details: Mr. Radhaswamy Venkateswaran, aged about 57 years is a B.Com graduate from Madras University and has a rich experience of more than 15 years in the field of Marketing and Advertisement in the Media Industry.



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2. Past remuneration: Nil
3. Job profile and his suitability: Present duties and responsibilities of the Company are:
 - a. Attending day to day functions of the Company
 - b. He shall have general control, management and superintendence of the business of the Company
 - c. Being responsible for driving the business and other goals set by the Board of Directors
4. Mr. R Radhaswamy Venkateswaran has a rich experience in the filed of Marketing and advertisement in the media industry, his association as a Managing Director is essential which would help in sustaining the growth of the Company.

Remuneration proposed:

- I) A consolidated salary at the rate of Rs.21,000/- (Rupees Twenty-one thousand only) per month from 10.03.2022, which may be reviewed by the Board.
- II) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- III) Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- IV) The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: the proposed remuneration is reasonable with respect to the industry, size of the company and job profile of the proposed appointee.
6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any: Mr. Radhaswamy Venkateswaran has no pecuniary relationship directly or indirectly with the Company (except to the extent of the remuneration receivable by him from the company).

III. Other Information:

Reason for loass / inadequate profits, Steps taken or proposed to be taken for improvement and profits in measurable terms: Operations are yet to start as the same is under final stage of renovation.



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Additional information on Directors recommended for appointment/ re-appointment as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2

1.

Name	Mr. Suyambu Narayanan
DIN (Director Identification Number)	(DIN: 07718798)
Brief profile of Director	Mr. Suyambu Narayanan aged about 65 years is a MA graduate from Madurai Kamaraj University with about 35 years of experience in the filed of accounts in the Media Industry.
Date of Birth (Age in Years)	15/06/1956; Age: 65 years
Date of Appointment	10/02/2022
Qualification	MA graduate from Madurai Kamaraj University
Expertise in specific functional areas	He has a rich experience more than a decade in the field of accounts and has a great contribution in the Media Industry.
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Re-appointment His last drawn salary: Nil
Number of Board Meetings attended during the FY 2020-21 and FY 2021-22	8 (Eight) Board Meetings were attended during the FY 2020-2021; 13 (Thirteen) Board meetings were attended during the FY 2021-2022
*Directorships held in other Listed Companies	Nil
Listed Entities from which the person has resigned in the past three years	Nil
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	None
Number of shares held in the Company including shareholding as a beneficial owner	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is veteran with more than 35 years of experience in Media and Publications and has been actively involved in promoting projects and expansion in the Media industry.



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The reappointment of Mr. Suyambu Narayanan as Non-Executive Independent Director has been approved and recommended by the Board based on the evaluation of performance and the performance having been found satisfactory.

* Includes names of Listed Companies in which the Director holds the Directorship. (Other than Aruna Hotels Limited)

** Includes names of other Public Companies in which the person holds the membership of Audit Committee and Stakeholders Relationship Committees of the Board of Directors. (Other than Aruna Hotels Limited)

2.

Name	Mr. Radhaswamy Venkateswaran
DIN (Director Identification Number)	(DIN: 09532159)
Brief profile of Director	Mr. Radhaswamy Venkateswaran, aged about 57 years is a B.Com graduate from Madras University and has a rich experience of more than 15 years in the field of Marketing and Advertisement in the Media Industry
Date of Birth (Age in Years)	01/04/1964; Age: 57 years
Date of Appointment	10/03/2022
Qualification	B.Com graduate from Madras University
Expertise in specific functional areas	He has a rich experience more than a decade in the field of Marketing and advertisement and has a great contribution in the Media Industry
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment His last drawn salary: Nil
Number of Board Meetings attended during the FY 2020-21 and FY 2021-22	Nil
*Directorships held in other Listed Companies	Nil
Listed Entities from which the person has resigned in the past three years	Nil
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	None
Number of shares held in the Company	Nil



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CIN: L15421TN1960PLC004255

The appointment of Mr Radhaswamy Venkateswaran as Director cum Managing Director has been approved and recommended by the Board based on the evaluation of performance and the performance having been found satisfactory.

* Includes names of Listed Companies in which the Director holds the Directorship. (Other than Aruna Hotels Limited)

** Includes names of other Public Companies in which the person holds the membership of Audit Committee and Stakeholders Relationship Committees of the Board of Directors. (Other than Aruna Hotels Limited)

**For and on behalf of the Board of Directors
Aruna Hotels Limited**

**Place: Chennai
Date: 10.03.2022**

**Sd/-
K Lakshmi
Company Secretary**

Registered Office:
145, Sterling Road,
Nungambakkam,
Chennai 600034
CIN: L15421TN1960PLC004255
Email: cs@ahlchennai.com
Website: www.arunahotels.com