

PANDYAN HOTELS LIMITED

Regd. Office: Race Course, Alagarkovil Road, Madurai - 625 002.
CIN: L92490TN1963PLC005048 Tel: 91 - 452 - 4356789 Fax: 91 - 452 - 2533424
e-mail: pandyanhotelsmdu@gmail.com

NOTICE TO SHARE HOLDERS

Notice is hereby given that the 52nd Annual General Meeting of the Members of the Company will be held on Friday, the 12th September, 2014 at 10.15 A.M at the Registered Office of the Company at Race Course, Alagarkovil Road, Madurai - 625 002, to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Statement of Profit & Loss for the Year ended 31st March, 2014 and the Balance Sheet as at that date of the Company together with the Reports of the Directors and the Auditors thereon.
2. To Declare a Dividend.
3. To appoint a Director in the place of Sri. G. Vasudevan, who retires by rotation and who being eligible offers himself for re-appointment.
4. To appoint a Director in the place of Sri. S. Udayashankar, who retires by rotation and who being eligible offers himself for re-appointment.
5. To appoint a Director in the place of Sri. S. Ramesh Babu, who retires by rotation and who being eligible offers himself for re-appointment.
6. To appoint M/s. Joseph & Rajaram, Chartered Accountants, Chennai as Statutory Auditors of the Company for four years from the Financial Year 2014 - 15 to hold office from the conclusion of this Meeting till the conclusion of the Annual General Meeting to be conducted for the year ended 31st March, 2018 and to authorize the Board of Directors to fix the Remuneration from time to time and the said appointment is subjected to ratification every year in the respective Annual General Meetings.

Special Business:

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

RESOLVED THAT Sri. A.G. Ganapathy (DIN: 01512702), who was appointed as a Director on the Board w.e.f. 02.08.2004 and is continuing as an Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of three years effective from

12th September, 2014, not liable to retire by rotation in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any.

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

RESOLVED THAT Sri. S. Hari (DIN: 00044090), who was appointed as Director on the Board w.e.f. 29.09.2008 and is continuing as an Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of three years effective from 12th September, 2014, not liable to retire by rotation in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any.

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

RESOLVED THAT Sri. S. Ramakrishnan (DIN: 03486125), who was appointed as Director on the Board w.e.f. 26.02.2011 and is continuing as an Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of three years effective from 12th September, 2014, not liable to retire by rotation in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any.

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

RESOLVED THAT Sri. R. Rangachari (DIN: 02605148), who was appointed as Director on the Board w.e.f. 26.02.2011 and is continuing as an Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of three years effective from 12th September, 2014, not liable to retire by rotation in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any.

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

RESOLVED THAT Smt. Uma Ramanathan (DIN: 06933115), who was appointed as an Additional Director at the Board Meeting held on 28th June, 2014, pursuant to the provisions of Section 161 of the Companies Act, 2013 and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of three years effective from 12th September, 2014, not liable to retire by rotation in terms of the provisions of Section 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any.

12. To consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT in supersession of the earlier Resolutions and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow from time to time for the purpose of the Company's business any sum or sums of moneys notwithstanding that the money or moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the Paid up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purposes, provided however, the total amounts so borrowed and outstanding at any one time shall not exceed Rs. 100,00,00,000/- (Rupees One Hundred Crores only).

13. To consider and if thought fit to pass the following Resolution as a Special Resolution with or without modification(s):

RESOLVED THAT in supersession of the earlier Resolutions and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant Rules thereof, the Members of the Company hereby accord their consent to the Board of Directors, including any Committee thereof for the time being exercising the powers conferred on them by this Resolution, to mortgage, pledge or otherwise dispose of or to create charge, mortgage and / or hypothecate the whole of or substantially the whole of the undertakings of the Company at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company.

RESOLVED FURTHER THAT the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and / or undertakings of the Company (both present and future), movable / immovable, in certain

events, to banks / financial institutions, other lending agencies, to secure any rupee loans or foreign currency loans.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions for creating the aforesaid mortgage and / or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above Resolution.

14. To consider and if thought fit to pass the following Resolution as a Special Resolution with or without modification(s):

RESOLVED THAT pursuant to Section 62(1) of the Companies Act, 2013 and all other applicable provisions of the said Act, and other applicable Rules, Regulations, Guidelines and Laws including any statutory modifications or reenactments thereof for the time being in force and such other statutory / regulatory approvals as may be required, consent be and is hereby accorded for the issue of 23,750 Equity Shares of Rs. 100/- each at premium of Rs. 100/- per share aggregating to Rs. 47,50,000/- on Rights basis in the ratio of 1 (One) new Equity Share for every 2 (Two) Equity Shares (i.e. 2:1) whose names appear in the Register of Members on the Record Date to be fixed by the Board at a later date, such Right Shares ranking paripassu with the existing Equity Shares including the right to pro-rata dividend in respect of the year in which the new shares are allotted.

FURTHER RESOLVED THAT Board of Directors of the Company be and are hereby authorized to dispose off the new shares not taken up in pursuant to the Rights Offer to such persons as the Board may think fit at the same rate of Rs. 200/- per share including premium of Rs. 100/- per share.

15. To consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, and other applicable rules, if any, approval of the Members of the Company be and is hereby accorded for the reappointment of Sri. P.C.M. Santhanam, as the Managing Director of the Company, who holds the position of a whole time Key Managerial Personnel and whose term expires on 30th September, 2014, for a period of three years effective from 1st October, 2014 on the following terms of Remuneration as approved by the Nomination and Remuneration Committee.

Remuneration:

- A. Salary at Rs. 1,00,000/- (Rupees One lakh only) per month
- B. Following perquisites within the ceiling, if any, in accordance to the relevant provisions of the Companies Act, 2013 read with the Schedule V of the Companies Act, 2013 and the Rules made thereunder:
 - i) House rent of Rs. 5,000/- (Rupees Five Thousand Only) per month.
 - ii) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii) Encashment of Leave at the end of the tenure.
 - iv) Free use of Company's car with driver for official and private purposes.
 - v) Free use of mobile and landline telephone at residence.
 - vi) Reimbursement of actual medical expenses not exceeding Rs. 40,000/- (Rupees Forty Thousand only) per year or Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand Only) for a block period of three years.
 - vii) Membership Fees payable to clubs subject to a maximum of two clubs.
 - viii) Leave travel concession for self and family members.
- C. Commission at the rate of 1% on the net profit of the Company computed in accordance with the provisions of sections 197 and 198 of the Companies Act, 2013.

Minimum Remuneration:

In the event of absence or inadequacy of Profits in any financial year of the Company, Sri. P.C.M. Santhanam as Managing Director shall be entitled to the remuneration of salary set out in "A" and perquisites set out in "B (i) to (viii)" above as minimum remuneration.

16. To consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, and other applicable rules, if any, approval of the Members of the Company be and is hereby accorded for the reappointment of Sri. G. Vasudevan, as the Whole - Time Director of the Company, who holds the position of a whole - time Key Managerial Personnel and whose term of appointment as Whole - Time Director expires on 30th September, 2014, for a period of three years effective from 1st October, 2014 on the following terms of Remuneration as approved by the Nomination and Remuneration Committee.

Remuneration:

- A. Salary at Rs. 75,000/- (Rupees Seventy five thousand only) per month.
- B. Perquisites within the ceiling, if any, in accordance to the relevant provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Rules made thereunder:
- i) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - ii) Encashment of leave at the end of the tenure.
 - iii) Free use of Company's Car with Driver for official and private purposes.
 - iv) Free use of mobile and landline telephone at residence.
 - v) Reimbursement of actual medical expenses not exceeding Rs. 30,000/- (Rupees Thirty Thousand) per year or Rs. 90,000/- (Rupees Ninety Thousand) for a block period of three years.
 - vi) Membership Fees payable to clubs subject to a maximum of two clubs.
 - vii) Leave travel concession for self and family members.
- C. Commission at the rate of 1% on the net profit of the Company computed in accordance with the provisions of sections 197 and 198 of the Companies Act, 2013.

Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year of the Company, Sri. G. Vasudevan, the Whole-Time Director shall be entitled to the remuneration of salary set out in "A" and perquisites set out in "B (i) to (vii)" above as minimum remuneration.

17. To consider and if thought fit to pass the following Resolution as a Special Resolution with or without modification(s):

RESOLVED THAT the consent and approval of the Shareholders of the Company be and is hereby accorded for getting the Shares of M/s. Pandyan Hotels Ltd., Madurai delisted from Madras Stock Exchange.

By order of the Board

Sd/-

P.C.M. Santhanam
Chairman and Managing Director

Madurai,
06th August, 2014

NOTES:-

1.
 - i. In terms of section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company and a proxy shall act on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten 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 Shareholder.
 - ii. Instrument of proxy for use at the above meeting must be lodged at the Registered Office of the Company not less than 48 hours before the time of appointment for the Meeting.
 - iii. Proxy in Form No MGT-11 is enclosed.
 - iv. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend on their behalf at the Meeting.
2. The quorum for the Annual General Meeting, as provided in Section 103 of the Companies Act, 2013 read with Article 87 of the Article of Association of the Company, is Five (5), personally present in the Meeting at the Commencement of Business.
3. The Registers of Members and Share Transfer will remain closed from 05.09.2014 to 12.09.2014 (both days inclusive).
4. Subject to the provisions of section 126 of the Companies Act, 2013, dividend as recommended by the Directors for the year ended March 31, 2014, if declared, will be payable to those Members, whose names appear in the Register of Members as at the close of business on 12.09.2014.
5. The Memorandum of Association and Articles of Association of the Company are open for inspection of Members at the Registered Office of the Company during the usual business hours of the Company on any working day.
6. **Shareholders are entitled to make nomination of shares i.e. every shareholder has a right to nominate at any time in Form - SH - 13, to a person / persons to whom shares shall vest in the event of his death. Shareholders are requested to file Form - SH - 13 with the Company for nomination purpose, if they want to nominate.**
7. Shareholders are requested to contact Sri. S. Ravi, Compliance Officer, Pandyan Hotels Limited or the Company at its Registered Office at Race Course, Alagarkovil Road, Madurai - 625 002 with regard to any share related matter.
8. Register of Members shall be available for inspection at the Registered Office of the Company during office hours on all working days between 11.00 A.M and 1.00 P.M.
9. Shareholders are requested to notify changes in their addresses along with PINCODE, Permanent Account Number (PAN) and Date of Birth to the Company.

10. Voting through electronic means:

- A. (i) In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their votes for all the Shareholder Resolutions detailed in the Notice of the 52nd Annual General Meeting scheduled to be held on Friday, 12th September, 2014, at 10.15 A.M. by electronic means and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities.

It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility, and a Member may avail of the facility at his / her / it discretion, subject to compliance with the instructions prescribed below.

Please read the "Instructions to Members" for e-voting before exercising the vote.

The Notice of the Annual General Meeting with Notes and Instructions are also available on the website of the Company www.fortunepandiyahotel.com

- (ii) (a) Date and time of commencement of voting through electronic means: 04.09.2014, Thursday at 9.30 AM.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 05.09.2014, Friday at 5.00 P.M.
- (c) Details of Website : www.evotingindia.com
- (d) The e-voting module shall be disabled for voting on Friday, September 05, 2014 at 5.00 P.M.
- (iii) Once the vote on a Resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. **The voting right of Shareholders shall be in proportion to their share in the Paid up Equity Share Capital of the Company as on August 01, 2014 (cut-off date).**
- (iv) Sri. S. Solaiyappan, Practising Company Secretary (ACS No. 1573 & CP No. 3573) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the Resolution at the AGM of the Company and communicated to the Madras Stock Exchange.

(v) Details of person to be contacted for issues relating to e - voting:

Sri. R. Philip,
Assistant Manager, Information Technology,
Pandyan Hotels Limited, Madurai
Phone: 0452 - 4356789
Mobile: 96002 - 22337
E mail: pandyanhotelsmdu@gmail.com
Website: www.fortunepandiyanhotel.com

B. Instructions to Members for voting electronically:

Please refer attachment

11. In case of Members desiring to exercise vote by Postal Ballot:

- i. In terms of Clause 35B of the Listing Agreement, those Members, who do not have access to e-voting facility provided by the Company for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at the 52nd AGM of the Company, which is enclosed.
- ii. A Member desiring to exercise his / her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self - addressed postage pre - paid envelope so as to reach Sri. S. Solaiyappan, the Scrutinizer, who was appointed for this purpose, as per instruction (vi) below at the address Sri. S. Solaiyappan, Scrutinizer, C/o. Pandyan Hotels Limited, Race Course, Alagarkovil Road, Madurai - 625 002. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
- iii. The self - addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Postal Ballot Form is to be sent.
- iv. The Postal Ballot Form should be completed and signed by the Members. In the case of joint share holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
- v. Where the Postal Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- vi. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 P.M. on **Friday, September 05, 2014**. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.

- vii. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. (vi) above.
- viii. Voting rights will be reckoned on the Paid up value of Shares registered in the name of the Member on Friday, 01.08.2014, which is the Record Date fixed for this purpose.
- ix. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed postage pre - paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
- x. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- xi. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- xii. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xiii. The date of AGM will be the deemed date of passing Resolution(s) through e-voting / Postal Ballot. It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and Postal Ballot Form. Accordingly, the results shall be declared in terms of Rules 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014, as the case may be.
- xiv. The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.

Note: No appointment of Registrar and Transfer Agent was appointed for the Registry work by the Company and the said Registry work is being done by the Company itself as "IN HOUSE" arrangement.

IMPORTANT NOTE:

1. AS THE COMPANY BEING A LISTED COMPANY, E - VOTING / POSTAL BALLOT FACILITY IS PROVIDED TO THE MEMBERS OF THE COMPANY, VOTING BY SHOW OF HANDS WILL NOT BE AVAILABLE TO THE MEMBERS AT THE 52ND AGM.
 2. KINDLY NOTE THAT MEMBERS CAN OPT FOR ONLY ONE MODE OF VOTING I.E. EITHER BY PHYSICAL BALLOT OR THROUGH E-VOTING. IF THE MEMBERS ARE OPTING FOR E-VOTING THEN DO NOT VOTE BY PHYSICAL BALLOT OR VICE VERSA. HOWEVER, IN CASE OF MEMBERS CASTING THEIR VOTE BOTH BY PHYSICAL BALLOT AND E-VOTING, THEN VOTING DONE THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY PHYSICAL BALLOT WILL BE TREATED AS INVALID.
 3. THE SCRUTINIZER WILL COLLATE THE VOTES DOWNLOADED FROM THE EVOTING SYSTEM AND VOTES RECEIVED THROUGH POSTAL BALLOT TO DECLARE THE FINAL RESULT FOR EACH OF THE RESOLUTIONS FORMING PART OF THE ANNUAL GENERAL MEETING NOTICE.
12. Explanatory Statement in respect of items (including the ones for items of Special Business under Section 102 of the Companies Act, 2013) is annexed herewith.

PANDYAN HOTELS LIMITED

Regd. Office: Race Course, Alagarkovil Road, Madurai – 625 002.
CIN: L92490TN1963PLC005048 Tel: 91 – 452 – 4356789 Fax: 91 – 452 – 2533424
e-mail: pandyanhotelsmdu@gmail.com

Attachment for item 10 (B):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 04.09.2014, Thursday at 9.30 A.M. and ends on 05.09.2014, Friday at 5.00 P.M. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date (record date) of 01.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department <ul style="list-style-type: none">• Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in the company records if furnished already in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in the company records. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the company please enter the folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant "PANDYAN HOTELS LIMITED" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 they have to create 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 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.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

PANDYAN HOTELS LIMITED

Regd. Office: Race Course, Alagarkovil Road, Madurai – 625 002.

CIN: L92490TN1963PLC005048 Tel: 91 - 452 - 4356789 Fax: 91 - 452 - 2533424

e-mail: pandyanhotelsmdu@gmail.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 7:

Sri. A.G. Ganapathy (DIN: 01512702) was appointed as a Director on the Board of the Company w.e.f. 02nd August, 2004 and is continuing as an Independent Director. In order to comply with the provisions of sections 149(4), (10) & (11) and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, it has been proposed to formally appoint Sri. A.G. Ganapathy as an Independent Director for a consecutive period of three years w.e.f. 12th September, 2014. The appointee has given a declaration under section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as provided in the section 149(6) of the Companies Act, 2013. No Director, other than the appointee or Key Managerial Personnel or their relatives is directly or indirectly, concerned or interested, financial or otherwise in the passing of the Resolution for the appointment of Sri. A.G. Ganapathy as an Independent Director. He is not related to any other Director in the Board of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment. He, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience.

Sri. A. G. Ganapathy's resume is as under:

Sri. A.G. Ganapathy is a B.Com., graduate. He is well versed in the business dealings and has experience in the marketing.

Accordingly, the Resolution for the appointment of Sri. A.G. Ganapathy as an Independent Director of the Company for a consecutive period of three years, not liable to retire by rotation is placed before the Members of the Company for their approval.

Item No. 8:

Sri. S. Hari (DIN: 00044090) was appointed as a Director on the Board of the Company w.e.f. 29th September, 2008 and is continuing as an Independent Director. In order to comply with the provisions of sections 149(4), (10) & (11) and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, it has been proposed to formally appoint

Sri. S. Hari as an Independent Director for a consecutive period of three years w.e.f. 12th September, 2014. The appointee has given a declaration under section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as provided in the section 149(6) of the Companies Act, 2013. No Director, other than the appointee or Key Managerial Personnel or their relatives is directly or indirectly, concerned or interested, financial or otherwise in the passing of the Resolution for the appointment of Sri. S. Hari as an Independent Director. He is not related to any other Director in the Board of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment. He, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience.

Sri. S. Hari's resume is as under:

Sri. S. Hari is a B.com (Hons), B.L., F.C.S, M.B.A., (Finance) and Dip. in CBI Laws and a highly qualified person. He has worked as an officer in Indian Company Law Service (CCLS), Ministry of Corporate Affairs, Government of India for 15 years. Later he moved to TIDCO and thereafter worked as a Secretary till 1980 in Tamilnadu Newsprint and Papers Ltd., Thereafter he has moved to SPIC and worked as General Manager. Further he is Vice President in Foresight Financial Services Ltd., a Category I Merchant Banker. He was a Director in M/s. Tuticorin Alkali Chemicals & Fertilisers Ltd., M/s. SPEL semi - conductor Ltd., and M/s. Manali Petrochemicals Ltd., M/s. HENKEL SPIC India Ltd., and M/s. WS Insulators Ltd., At present he holds Directorships in M/s. Farvision Exports Private Ltd., M/s. Abirami Consultants and Securities Private Ltd., M/s. Proficient Investment and Financial Consultancy Private Ltd., M/s. Farvision Securities Private Ltd., and M/s. Barval Drilling and Construction Private Ltd.,

Accordingly, the Resolution for the appointment of Sri. S. Hari as an Independent Director of the Company for a consecutive period of three years, not liable to retire by rotation is placed before the Members of the Company for their approval.

Item No. 9:

Sri. S. Ramakrishnan (DIN: 03486125) was appointed as a Director on the Board of the Company w.e.f. 26th February, 2011 and is continuing as an Independent Director. In order to comply with the provisions of sections 149(4), (10) & (11) and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, it has been proposed to formally appoint Sri. S. Ramakrishnan as an Independent Director for a consecutive period of three years w.e.f. 12th September, 2014. The appointee has given a declaration under section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as provided in the section 149(6) of the Companies Act, 2013. No Director, other than the appointee or Key Managerial Personnel or their relatives is

directly or indirectly, concerned or interested, financial or otherwise in the passing of the Resolution for the appointment of Sri. S. Ramakrishnan as an Independent Director. He is not related to any other Director in the Board of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment. He, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience.

Sri. S. Ramakrishnan's resume is as under:

Sri. S. Ramakrishnan is a B.Sc., graduate. He has got good amount of experience in the areas of finance and credit management.

Initially he worked in D.G. Vaishnav College, Chennai. Later in the year 1972, he joined in Indian Overseas Bank and in the said Bank he held several positions and he retired as an Assistant General Manager in the year 2009. He has got broader exposure in the areas of Finance Management, Law, Credit Appraisal, Foreign Exchange, Rural Banking and Government Accounts. During his service in the Bank, he represented in a number of top level Committee Meetings of Government of India and RBI.

Accordingly, the Resolution for the appointment of Sri. S. Ramakrishnan as an Independent Director of the Company for a consecutive period of three years, not liable to retire by rotation is placed before the Members of the Company for their approval.

Item No. 10:

Sri. R. Rangachari (DIN: 02605148) was appointed as a Director on the Board of the Company w.e.f. 26th February, 2011 and is continuing as an Independent Director. In order to comply with the provisions of sections 149(4), (10) & (11) and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, it has been proposed to formally appoint Sri. R. Rangachari as an Independent Director for a consecutive period of three years w.e.f. 12th September, 2014. The appointee has given a declaration under section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as provided in the section 149(6) of the Companies Act, 2013. No Director, other than the appointee or Key Managerial Personnel or their relatives is directly or indirectly, concerned or interested, financial or otherwise in the passing of the Resolution for the appointment of Sri. R. Rangachari as an Independent Director. He is not related to any other Director in the Board of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment. He, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience.

Sri. R. Rangachari's resume is as under:

Sri. R. Rangachari is B.A.,B.L., Dip., in Statistics. He was a Director in Tourism Department, Ministry of Tourism, Government of India and a Nominee Director in Tamil Nadu Tourism. He is well versed in the administration and running of Hotels. He has got good experience in marketing. Presently he is advisor to South India Hotels & Restaurants Association, Chennai. He is in the service of the hospitality industry since, 1951.

Accordingly, the Resolution for the appointment of Sri. R. Rangachari as an Independent Director of the Company for a consecutive period of three years, not liable to retire by rotation is placed before the Members of the Company for their approval.

Item No. 11:

Smt. Uma Ramanathan, (DIN: 06933115) who was appointed as an Additional Director of the Company w.e.f. 28th June, 2014 pursuant to the provisions of section 161 of the Companies Act, 2013, can hold office up to the close of this AGM and is eligible for appointment. In terms of section 160 of the Companies Act, 2013, the Company has received a Notice along with a deposit of Rs. 1,00,000/- from a Member signifying his intension to propose the candidature of Smt. Uma Ramanathan for the office of Director. She is acting as an Independent Director of the Company. In order to comply with the provisions of sections 149(4), (10) & (11) and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, it has been proposed to appoint Smt. Uma Ramanathan as an Independent Director for a consecutive period of three years w.e.f. 12th September, 2014. The appointee has given a declaration under section 149(7) of the Companies Act, 2013, that she meets the criteria of independence as provided in the section 149(6) of the Companies Act, 2013. No Director, other than the appointee or Key Managerial Personnel or their relatives is directly or indirectly, concerned or interested, financial or otherwise in the passing of the Resolution for the appointment of Smt. Uma Ramanathan as an Independent Director. She is not related to any other Director in the Board of the Company. In the opinion of the Board she fulfils the conditions specified in the Companies Act, 2013 for such an appointment. She, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience.

Smt. Uma Ramanathan's resume is as under:

Smt. Uma Ramanathan is B.A (Eng. Lit.) graduate with 1st rank holder of Madurai Kamaraj University and later she has completed B.L., in Madras Law College. She is a practising Lawyer having enrolled in the Bar Association from 15th March, 1980. She was trained as a mediator and is a commercial mediator certified by JAMS in September, 2013. She is an organising Secretary of the Tamilnadu Mediation and Conciliation Project Committee, Supreme Court of India. She is also a member of the panel of mediators and Judges who drafted the Mediation Training Manual of India.

Accordingly, the Resolution for the appointment of Smt. Uma Ramanathan as an Independent Director of the Company for a consecutive period of three years, not liable to retire by rotation is placed before the Members of the Company for their approval.

Item No. 12:

According to the Ordinary Resolution passed at the EGM held on 03rd November, 2004, the Board of Directors are empowered to borrow upto a limit of Rs. 10 Crores for the purpose of the Company in accordance to the provisions of section 293(1)(d) of the Companies Act, 1956. The section 180 of the Companies Act, 2013 was notified w.e.f. 12.09.2013, thus replacing the old section 293(1)(d) of the Companies Act, 1956. Further vide a circular issued by the Ministry of Corporate Affairs (MCA) on 25.03.2014, it has been clarified that any Resolution passed by a Company under old section 293(1)(d) shall remain valid only upto a period of one year w.e.f. 12.09.2013 on which new section 180 was notified by the MCA. This has necessitated the passing of a fresh Special Resolution specifying the borrowing powers of the Board u/s 180 of the Companies Act, 2013. Since the Company is in need of funds for the purpose of modernisation, for the construction of a convention centre and for payment of land to the Government of Tamil Nadu for the assignment of the land, the Company is required to borrow more money. Hence it was felt that the present limit of Rs. 10 Crores has to be revised by fixing a higher limit of Rs. 100 Crores. Under the said circumstances, the Special Resolution has been proposed to be passed by the Members of the Company by specifying a fresh limit of Rs. 100 Crores upto which the monies may be borrowed by the Board of Directors of the Company. No Director or KMP or their relatives, directly or indirectly, concerned or interested, financial or otherwise, in passing the aforesaid Special Resolution.

Item No. 13:

According to the earlier Ordinary Resolution, the Board of Directors are empowered to create security by way of creating mortgage, hypothecation and / or charge on movable / immovable properties of the Company in accordance to the provisions of section 293(1)(a) of the Companies Act, 1956. The section 180 of the Companies Act, 2013 was notified w.e.f. 12.09.2013, thus replacing the old section 293(1)(a) of the Companies Act, 1956. Further vide a circular issued by the Ministry of Corporate Affairs (MCA) on 25.03.2014, it has been clarified that any Resolution passed by a Company under old section 293(1)(a) shall remain valid only upto a period of one year w.e.f. 12.09.2013 on which new section 180 was notified by the MCA. This has necessitated the passing of a fresh Special Resolution. Under the said circumstances, the Special Resolution has been proposed to be passed by the Members of the Company. No Director or KMP or their relatives, directly or indirectly, concerned or interested, financial or otherwise, in passing the aforesaid Special Resolution.

Item No. 14:

The present Paid up Capital of the Company is Rs. 47,50,000/-. In view of the on going modernisation programme and expansion plans, the Company has proposed to raise loans from Banks and or Financial Institutions and for such borrowings, the Company is in a requirement of providing margin money to the Banks / Financial Institutions and therefore it was thought desirable to raise funds. Accordingly the Board of Directors at the Meeting held on 06th August, 2014 resolved to raise funds by issue of Right Shares at a premium of Rs. 100/- per Share to the existing Equity Shareholders of the Company at the rate of one new Equity Share for every two Equity Shares held by them in the ratio of 2:1 on a Record Date that may be fixed later by the Board of Directors, such Right Shares ranking pari passu with the existing Equity Shares including the right to pro rata dividend in respect of the year in which the new shares are allotted and also a right exercisable for renoucement. Further as the Shares may be issued to the Renounees and other persons by the Board of Directors in their discretion and in order to facilitate them to offer, issue and allot such Shares to the persons other than the Shareholders of the Company, Board of Directors are to be authorized in this regard. The Resolution is proposed to be passed as a Special Resolution pursuant to the provisions of Section 62(1) of the Companies Act, 2013. Accordingly the Special Resolutions are placed before the Shareholders for their consideration and passing.

The Directors and Key Managerial Personnel of the Company and relatives thereof are deemed to be concerned or interested in the Resolution to the extent of their shareholdings in the Company and to be offered, issued and allotted to them. Save as aforesaid none of the Directors, Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the Resolution.

Item No. 15:

Sri. P.C.M. Santhanam was appointed as the Managing Director of the Company for an initial period of five years from 1st October, 2004. Thereafter, he was reappointed for another five years term and his reappointment and the terms of remuneration were approved by the Members of the Company at the Annual General Meeting held on 29.09.2009. The tenure of the said appointment expires on 30th September 2014. During his term of office, Sri.P.C.M.Santhanam has worked hard and improved the working of the Company and under his able leadership, the Company has made a steady growth and strengthened the financial position as evidenced in the financial results and his continuance is very much required for the Company, though he attained the age more than 70 years. Hence in the interest of the Company, the Board of Directors re-appointed him as the Managing Director of the Company for a period of three years from 1st October, 2014 and fixed a remuneration with the approval of the Nomination and Remuneration Committee subject to the approval of the Members of the Company at a General Meeting, the details of the

remuneration being set out in the Resolution. The remuneration proposed is also reasonable considering his responsibilities.

The approval of the Company in General Meeting is sought by this Special Resolution for the re-appointment of Sri P.C.M. Santhanam as Managing Director of the Company and payment of remuneration to him. Hence this Special Resolution is placed before the Members of the Company for their approval.

Sri. P.C.M. Santhanam, being an appointee, is interested or concerned in the Resolution. He holds 3462 Equity Shares of Rs. 100/- each in the capital of the Company. Sri. S. Jayaprakash, Director of the Company is interested as a relative of Sri. P.C.M. Santhanam, Managing Director of the Company.

Sri. P.C.M. Santhanam's resume is as under:

He is a B.sc graduate. He is a Director of PCM Hotels Private Limited and Executive member of M/s. South India Hotels & Restaurants Association, Chennai. He is attached to the Company and working for the promotion of the Company for over five decades.

Particulars required to be furnished in respect of clause (iii) under Part II of Schedule V, pursuant to sections 196 & 197 of the Companies Act, 2013:

I. General Information:

1. Nature of industry : Hotel Industry
2. Date or excepted date of commencement of commercial production : Already in Working
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Does not arise
4. Financial performances based on given indicators : For the year ended 31.03.2014

(Rs. In Lakhs)	
Revenue	1039.72
PBT	180.75
PAT	131.19
Net Worth	522.95

5. Foreign investments or collaborations, if any : Nil

II. Information about the appointee:

- | | |
|--|--|
| 1. Background details | : Item No. 15 of Explanatory Statement may be referred |
| 2. Past remuneration | : Attached |
| 3. Recognition or awards | : ---- |
| 4. Job profile and his suitability | : Furnished in Exp. Statement |
| 5. Remuneration proposed | : Furnished in the Resolution |
| 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | : Normal and reasonable |
| 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | : Furnished in Exp. Statement |

III. Other information:

- | | |
|--|---|
| 1. Reasons of loss or inadequate profits | : Not Applicable |
| 2. Steps taken or proposed to be taken for improvement | : Modernisation Programme is under implementation |
| 3. Expected increase in productivity and profits in measurable terms | : 10% more is aimed |

Item No. 16:

Sri. G.Vasudevan was appointed as the Whole - time Director of the Company for a period of 5 years from 1st October, 2004. Thereafter, he was reappointed for another five year term and the appointment and the terms of remuneration were approved by the Members of the Company at the Annual General Meeting held on 29.09.2009. The tenure of the appointment expires on 30th September, 2014. He has put in much efforts to improve the business performance and devoted much attention to the developmental activities of the Company and therefore his reappointment has been considered very necessary in the interest of the Company. Hence the Board of Directors of the Company re-appointed Sri. G.Vasudevan as the Whole - Time Director of the Company for a period of three years from 1st October, 2014 and fixed a remuneration with the approval of the Nomination and Remuneration Committee subject to the approval of the Members of the Company, the details of the remuneration being set out in the Resolution and the remuneration proposed is also reasonable.

The approval of the Company in General Meeting is sought by this Special Resolution for the re-appointment of Sri. G. Vasudevan as the Whole - Time Director of the Company and the payment of remuneration to him and hence the Special Resolution is placed before the Members of the Company for their approval.

Sri. G. Vasudevan, being an appointee, is interested or concerned in the Resolution. He holds 433 Equity Shares of Rs. 100/- each in the capital of the Company. None of the other Directors is, in any way concerned or interested in the Resolution.

Sri. G. Vasudevan's resume is as under:

He is a B.sc., (Tech) in Chemical Engineering of University of Madras, M.sc., in Chemical Engineering of Johns Hopkins University, USA, Ph.D in Chemical Engineering of University of Rochester, USA and MBA in University of Chicago, USA.

He has worked in following Companies:

R&D in Union Carbide, Chicago, USA
R&D in Mobile Chemical Co., New Jersey, USA

He is holding the following positions:

Member of Tourism panel, and CII, Executive Council Member of TN Chamber of Commerce, Executive Committee Member of Indian National Trust for Art and Cultural Heritage, Madurai Chapter, Advisory Committee Member of Madurai Tourism Promotion Council, Internal Research Review Board cum Ethical clearance Committee of Madurai Kamarajar University. He was a past president of Travel club, Madurai.

Particulars required to be furnished in respect of clause (iii) under Part II of Schedule V, pursuant to sections 196 & 197 of the Companies Act, 2013:

I. General Information:

- | | |
|--|----------------------|
| 1. Nature of industry | : Hotel Industry |
| 2. Date or expected date of commencement of commercial production | : Already in Working |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | : Does not arise |

4. Financial performances based on given indicators : For the year ended 31.03.2014

(Rs. In Lakhs)	
Revenue	1039.72
PBT	180.75
PAT	131.19
Net Worth	522.95

5. Foreign investments or collaborations, if any : Nil

II. Information about the appointee:

1. Background details : Item No. 15 of Explanatory Statement may be referred
2. Past remuneration : Attached
3. Recognition or awards : ---
4. Job profile and his suitability : Furnished in Exp. Statement
5. Remuneration proposed : Furnished in the Resolution
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) : Normal and reasonable
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. : Furnished in Exp. Statement

III. Other information:

1. Reasons of loss or inadequate profits : Not Applicable
2. Steps taken or proposed to be taken for improvement : Modernisation Programme is under implementation
3. Expected increase in productivity and profits in measurable terms : 10% more is aimed

Item No. 17:

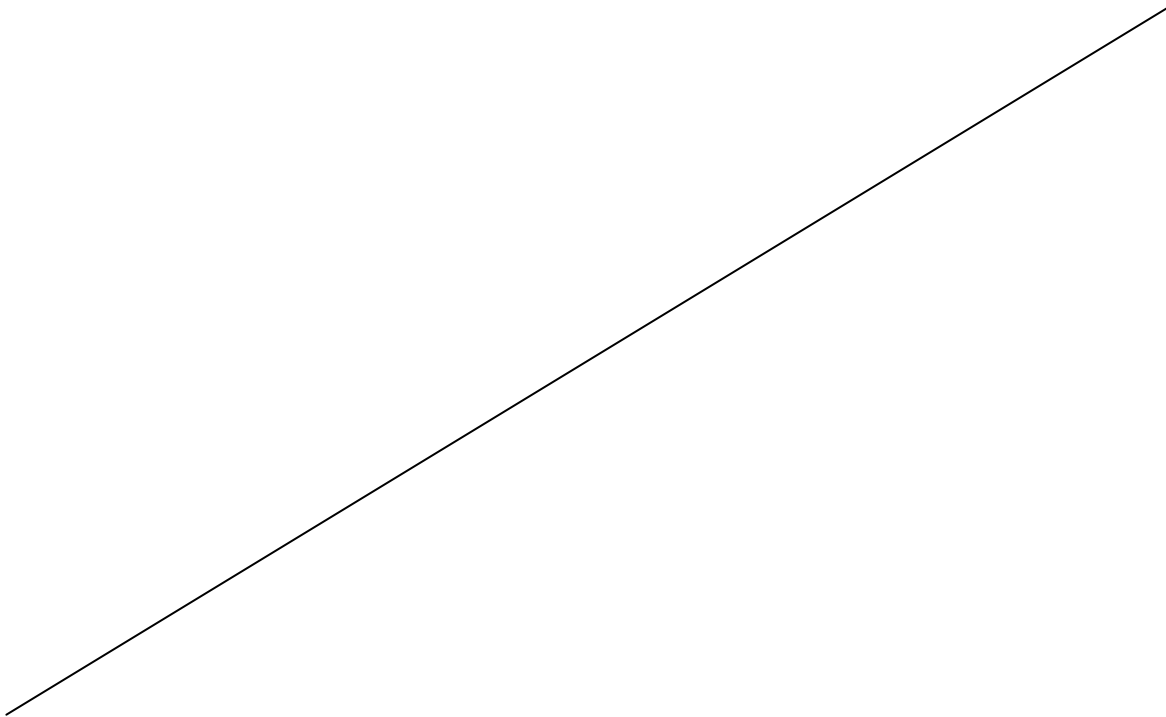
The Members of the Company are aware that the Company is a listed one having listed their Shares exclusively with Madras Stock Exchange (MSE). MSE in its letter Dt. 30.05.2014 has stated that as per the direction of SEBI, the MSE has opted for voluntary de-recognition and exit as a Stock Exchange like other Regional Stock Exchanges, in accordance to the Special Resolution passed at the EGM of MSE held on 25.05.2014. Further in the said letter and subsequent mail on 27.06.2014, MSE has given two options for the Company.

- 1) Since our Company being an Exclusively Listed Company (ELC) with MSE, option is given to get listed with other recognized Stock Exchanges, viz., BSE or NSE.
- 2) to opt for voluntary delisting by following the existing or amended delisting norms of SEBI in terms of SEBI (De-listing of Equity Shares) Regulations, 2009.

If our Company fails to opt any of the above, our Company will be moved to the Dissemination Board of BSE / NSE, by the MSE as intimated by the MSE.

Our Company does not fit in with the listing eligibility norms (criteria) of the BSE or NSE to get the Shares of our Company listed with BSE or NSE. Further if our company has not opted for voluntary delisting, our company will be moved to the Dissemination Board. The functions of the Dissemination Board are not clearly spelt and there is no clarity also about the said Board.

Under the circumstances, as our Company being a very small one, it has no other option except to get delisted from the MSE. Members will appreciate as there are no transactions carried out in MSE in respect of our shares, it is ideal to get delisted both for the benefit of Public shareholders as well the Company in the light of MSE becoming non-functional. For such move, the approval of the Shareholders by means of a Special Resolution through Postal Ballot is required. Hence the Special Resolution has been placed before the Members of the Company for their approval.



Attachment for Item No. 15

A. Salary at Rs. 65,000/- (Rupees sixty five thousand only) per month.

B. Perquisites:

- i) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- ii) Free use of Company's car.
- iii) Free use of mobile phone and landline telephone at residence.
- iv) Reimbursement of actual medical expenses not exceeding Rs. 30,000/- per year or Rs. 90,000/- for a block period of three years.

C. Commission at the rate of 1% on the net profit of the Company computed in accordance with the provisions of sections 309 of the Companies Act, 1956.

Minimum Remuneration:

In the event of absence or inadequacy of Profits in any financial year of the Company, Sri. P.C.M. Santhanam as Managing Director shall be entitled to the Remuneration of salary set out in "A" and perquisites set out in "B (i) to (iv)" above as minimum remuneration.

Attachment for Item No. 16

A. Salary at Rs. 40,000/- (Rupees forty thousand only) per month.

B. Perquisites:

- i) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- ii) Encashment of leave at the end of tenure.
- iii) Free use of Company's car.
- iv) Free use of mobile phone and landline telephone at residence.
- v) Reimbursement of actual medical expenses not exceeding Rs. 20,000/- per year or Rs. 60,000/- for a block period of three years.

C. Commission at the rate of 1% on the net profit of the Company computed in accordance with the provisions of sections 309 of the Companies Act, 1956.

Minimum Remuneration:

In the event of absence or inadequacy of Profits in any financial year of the Company, Sri. G. Vasudevan as Whole Time Director shall be entitled to the Remuneration of salary set out in "A" and perquisites set out in "B (i) to (v)" above as minimum remuneration.

PANDYAN HOTELS LIMITED

Regd. Office: Race Course, Alagarkovil Road, Madurai – 625 002.
CIN: L92490TN1963PLC005048 Tel: 91 – 452 – 4356789 Fax: 91 – 452 – 2533424
e-mail: pandyanhotelsmdu@gmail.com

FORM NO. 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]

CIN	L92490TN1963PLC005048
Name of the Company	PANDYAN HOTELS LIMITED
Registered office	Race Course, Alagarkovil Road, Madurai – 625 002.

Name of the member(s)	
Registered Address	
e-mail Id	
Folio No	

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:.....Address:.....
e-mail Id:Signature:....., or failing him
2. Name:.....Address:.....
e-mail Id:Signature:....., or failing him
3. Name:.....Address:.....
e-mail Id:Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifty Second Annual General Meeting of the company, to be held on the 12th day of September, 2014 at 10.15 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such Resolutions as are indicated below:

Put a tick mark for the Resolutions (✓)

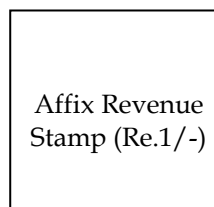
Sl. No	Resolutions	FOR	AGAINST
1.	Approval of the audited Annual Accounts for the year ended on March 31, 2014		
2.	Declaration of Dividend		
3.	Re-appointment of Sri. G. Vasudevan, Director, who retires by rotation		
4.	Re-appointment of Sri. S. Udayashankar, Director, who retires by rotation		
5.	Re-appointment of Sri. S. Ramesh Babu, Director, who retires by rotation		
6.	Appointment of M/s. Joseph & Rajaram, Chartered Accountants, Chennai as Statutory Auditors		
7.	Appointment for Sri. A.G. Ganapathy as an Independent Director		
8.	Appointment of Sri. S. Hari as an Independent Director		

9.	Appointment of Sri. S. Ramakrishnan as an Independent Director		
10.	Appointment of Sri. R. Rangachari as an Independent Director		
11.	Appointment of Smt. Uma Ramanathan as an Independent Director		
12.	Increasing the Borrowing Powers of the Board of Directors of the Company		
13.	Providing power to the Board of Directors of the Company for furnishing securities for borrowings made by the Company		
14.	Issue of 23,750 Equity Shares of Rs. 100/- each at a premium of Rs. 100/- per Share by way of Rights Issue		
15.	Re-appointment of Sri. P.C.M. Santhanam, as the Managing Director of the Company with terms of Remuneration		
16.	Re-appointment of Sri. G. Vasudevan, as Whole - Time Director of the Company with terms of Remuneration		
17.	Delisting of the Shares of the Company from Madras Stock Exchange		

Signed this..... day of..... 2014

Signature of shareholder :

Signature of Proxy holder(s) :



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PANDYAN HOTELS LIMITED

Regd. Office: Race Course, Alagarkovil Road, Madurai – 625 002.
 CIN: L92490TN1963PLC005048 Tel: 91 – 452 – 4356789 Fax: 91 – 452 – 2533424
 e-mail: pandyanhotelsmdu@gmail.com

POSTAL BALLOT FORM (In lieu of e-Voting at the AGM)

1.	Name of Sole / First Member	
2.	Name(s) of Joint Member (s), if any	
3.	Registered Folio No.	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the AGM Notice dated 6th August, 2014 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Sl. No.	Resolutions	Type of Resolution	No. of Shares Held	I assent to the Resolution (For)	I dissent to the Resolution (Against)
1.	Approval of the audited Annual Accounts for the year ended on March 31, 2014	Ordinary			
2.	Declaration of Dividend	Ordinary			
3.	Re-appointment of Sri. G. Vasudevan, Director, who retires by rotation	Ordinary			
4.	Re-appointment of Sri. S. Udayashankar, Director, who retires by rotation	Ordinary			
5.	Re-appointment of Sri. S. Ramesh Babu, Director, who retires by rotation	Ordinary			
6.	Appointment of M/s. Joseph & Rajaram, Chartered Accountants, Chennai as Statutory Auditors	Ordinary			
7.	Appointment for Sri. A.G. Ganapathy as an Independent Director	Ordinary			
8.	Appointment of Sri. S. Hari as an Independent Director	Ordinary			
9.	Appointment of Sri. S. Ramakrishnan as an Independent Director	Ordinary			
10.	Appointment of Sri. R. Rangachari as an Independent Director	Ordinary			
11.	Appointment of Smt. Uma Ramanathan as an Independent Director	Ordinary			
12.	Increasing the Borrowing Powers of the Board of Directors of the Company	Special			
13.	Providing power to the Board of Directors of the Company for furnishing securities for borrowings made by the Company	Special			
14.	Issue of 23,750 Equity Shares of Rs. 100/- each at a premium of Rs. 100/- per Share by way of Rights Issue	Special			
15.	Re-appointment of Sri. P.C.M. Santhanam, as the Managing Director of the Company with terms of Remuneration	Special			
16.	Re-appointment of Sri. G. Vasudevan, as Whole - Time Director of the Company with terms of Remuneration	Special			
17.	Delisting of the Shares of the Company from Madras Stock Exchange	Special			

Place:

Date:

(Signature of Member)

- Note:** 1) Kindly read the instructions printed overleaf before filling the form
 Last date for receipt of postal Ballot Forms by Scrutinizer is **Friday, September 05, 2014.**
 2) For instructions please refer item No. 11 in the "NOTES".