sweet

years

of Dignified Hospitality

ANNUAL REPORT 2017-18
TGB Banquets and Hotels Ltd.

Message from the Director - TGB

Dear Shareholders,

I am glad to get one more opportunity to connect with you and present the Annual Report of our company for the financial year 2017 - 2018.

Despite challenging GST & demonetization, we have expanded our reach and further strengthened ourselves so that we can serve our customers

TGB is built on solid foundations. Our values, focus, passion and a unique model of hospitality continue to differentiate our offerings. An integrated business model and presence in various verticals shield us against risks and at the same time gives us the confidence to move ahead with our strategies and plans. Our focus is to continue growing as a responsible organization, inspiring progress in the lives we touch.

In coming years with advent of globalization & faith in robust economic growth story of India, with various economic initiatives, the frozen foods business indicates a trend towards rapid growth so we have already started R & D on products for future growth.

I would like to thank the board of directors for their valuable time, guidance and support given to our company during this financial year. Along with that I would like to thank the Management team for their co-operation, co-ordination and support which leads to furtherance of TGB Banquets and Hotels Ltd. Last but not the least, I would like to thank all the members of TGB family for their efforts,

> “Fight with your strength,
> Not with other's weakness
> Because true success lies in your efforts,
> Not in other's defeat”

Sincerely

Shri Narendra Somani
Chairman & Managing Director

19th Annual Report

Contents

Annual General Meeting	:	*Friday, 28th September, 2018*
Time	:	*10.30 A.M.*
Venue	:	*"THE GRAND BHAGWATI", Plot No. 380, S.G. Road, Bodakdev, Ahmedabad- 380054*
Book Closure Dates	:	*17th September, 2018 to 28th September, 2018 (Both days inclusive) for the purpose of 19th AGM*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Narendra G. Somani (DIN : 00054229)	-	Chairman & Managing Director
Mr. Devanand G. Somani (DIN : 00515959)	-	Whole-time Director
Mr. Hemant G. Somani (DIN : 00515853)	-	Whole-time Director
Mr. Balveermal Singhvi (DIN : 05321014)	-	Independent Director
Mr. Mahendra Kumar Bhandari (DIN : 03035629)	-	Independent Director
Ms. Anjali Tolani (DIN : 06958982)	-	Women Director (Independent Director)

KEY MANAGERIAL PERSONNEL

Ms. Priyanka K. Gola ACS No. A51147	-	Company Secretary
Mr. Ashish R. Thakkar (w.e.f. 12th May, 2018)	-	Chief Financial Officer

AUDITORS
Suresh R. Shah & Associates
Chartered Accountants
(Firm Registration Number: 110691W)

BANKERS
Indian Overseas Bank

REGISTERED OFFICE
"The Grand Bhagwati"
Plot No. 380, S. G. Road,
Bodakdev, Ahmedabad-380054
E-mail: cs@tgbhotels.com
Website: www.tgbhotels.com
CIN: L55100GJ1999PLC036830

LISTED ON
Bombay Stock Exchange Limited
SCRIP ID : 532845
National Stock Exchange of India Limited
Code: TGBHOTELS

REGISTRAR & SHARE TRANSFER AGENT
Link Intime India Private Limited
5th floor, 506 to 508
Amarnath Business Center- 1 (ABC-1),
Beside Gala Business Center, Nr. St. Xavier's College Corner
Off C. G. Road, Navrangpura, Ahmedabad- 380009
Email: ahmedabad@linkintime.co.in

EQUITY SHARES
ISIN DEMAT CODE : INE797H01018

NOTICE

NOTICE is hereby given that the **19th Annual General Meeting** of the members of **TGB BANQUETS AND HOTELS LIMITED** will be held on **Friday, 28th September, 2018 at 10:30 AM at "THE GRAND BHAGWATI", Plot No.380, S. G. Highway, Bodakdev, Ahmedabad - 380054** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at and the Statement of Profit and Loss [including Consolidated Balance Sheet and Statement of Profit and Loss] for the year ended on 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.

2. Appointment of Director Retiring by Rotation

To appoint a director in place of Mr. Devanand G. Somani (DIN: 00515959), who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141,142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, the appointment of Suresh R. Shah & Associates, Chartered Accountants, FRN: 110691W, Ahmedabad, as Statutory Auditor(s) of the Company approved by Ordinary Resolution passed by the Postal Ballot, to hold office from the declaration of Results of the Postal Ballot until the conclusion of this Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 19th Annual General Meeting until the conclusion of the 23rd Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

By Order of the Board of Directors
For, TGB Banquets and Hotels Limited

Place: Ahmedabad
Date: 11th August, 2018

Priyanka K. Gola
(Company Secretary)
ACS No. A51147

Registered Office:
"The Grand Bhagwati"
Plot No. 380, S. G. Road,
Bodakdev, Ahmedabad-380054
CIN: L55100GJ1999PLC036830

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Members. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
2. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting are annexed to the Notice.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote

5. Relevant documents referred to in the accompanying Notice are open for inspection by members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 AM to 1.00 PM upto the date of this Annual General Meeting.

6. **The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 17th September, 2018 to Friday, 28th September, 2018 (both days inclusive).**

7. Members are requested to notify immediately any change in their addresses and/or the email ids details to the Company's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd. for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of Electronic Voting) as on the cut- off date i.e. 21st September, 2018.

9. The remote e-voting period will commence on Tuesday, 25th September, 2018 [9:00 AM] and ends on Thursday, 27th September, 2018 [5:00 PM]. During this period, Members holding shares either in physical form or demat form, as on cut-off date i.e. 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast vote again.

10. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least Seven days before the date of meeting.

11. **Transfer of unclaimed/unpaid amount to the Investor Education and Protection Fund ("IEPF").**

    Members are requested to note that dividends if not encashed for a consecutive seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to transfer to Investor Education and Protection Fund (IEPF) Demat Account. Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/ unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority.

    The Company has sent individual notices to all the shareholders whose dividends are lying unpaid/ unclaimed against their name for seven consecutive years or more. Shareholders are requested to claim the same as per procedure laid down in the Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. Shareholders who have not yet en-cashed their dividend warrant(s) pertaining to the dividend for the financial year 2009-10 onwards for the Company, are requested to lodge their claims with the RTA. It may be noted that the unclaimed dividend for the financial year 2010-11 declared by the Company can be claimed by the shareholders by 28th September, 2018. Further, the Company has uploaded the details of unclaimed dividend as on 29th September, 2018 on the website of the Company and also on the website of the Ministry of Corporate Affairs.

    The Members whose unclaimed/unpaid shares have been transferred to IEPF, may claim the same by making an application to the IEPF authority in Form no. IEPF- 5 available on www.iepf.gov.in. Members can file only one consolidated claim in a financial year as per IEPF Rules.

12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.

13. **Updation of member's details**

    The format of the register of members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to records additional details of the Members, including their PAN details, email address, bank details for payment of dividend, etc.

    The Securities and Exchange Board of India (SEBI) has also mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

14. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.

To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd. /Depositories and update the same if there is any change in e-mail id.

15. The Notice of the 19th Annual General Meeting along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

16. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.tgbhotels.com and also on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholder may also send request to the Company's investor e-mail id: cs@tgbhotels.com

17. The Route Map for the venue of the 19th Annual General Meeting is enclosed with this Notice.

18. **Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of Voting by electronic means which includes remote e-voting the facility of casting votes by a member using an electronic voting system from a place other than venue of Annual General Meeting to exercise their right to vote at the 19th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 19th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

19. The Company has appointed Mr. Umesh Ved, Practicing Company Secretary, Ahmedabad as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.

20. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of agency (CDSL) www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 28th September, 2018.

22. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for shareholders voting electronically are as under:

(i) The remote e-voting will commence on Tuesday, 25th September, 2018 [9:00 AM] and ends on Thursday, 27th September, 2018 [5:00 PM]. 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 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members holding share in physical or in demat form as on 21st September, 2018 shall only be eligible for e-voting.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
•	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number will be intimated to such member by way of letter.
•	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 your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
•	Please enter the DOB or Dividend Bank Details in order to login. If 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).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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 mandatory 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN (180828037) TGB BANQUETS AND HOTELS LIMITED.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) 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 Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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 e-mail to helpdesk.evoting@cdslindia.com.

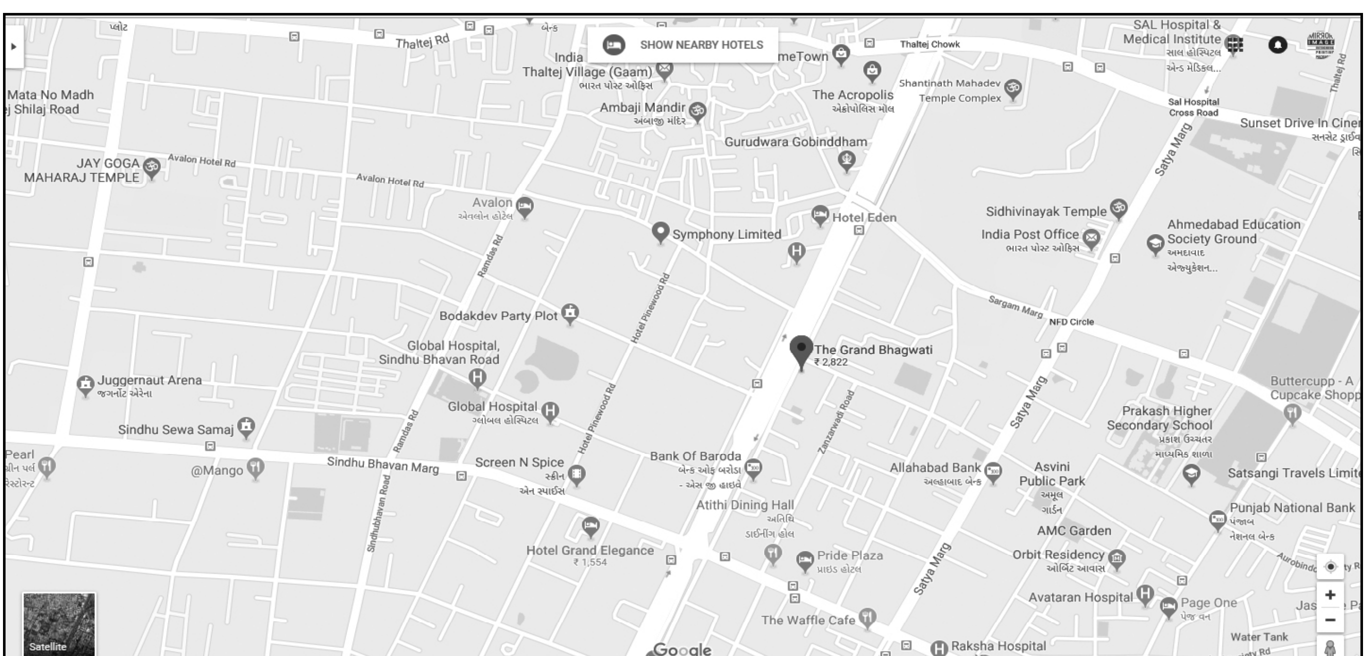
Annexure:

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Directors	**Mr. Devanand Gurmukhdas Somani**
Date of Birth	22.04.1971
DIN	00515959
Date of Appointment	23.09.2015
Qualification	F.Y. B.COM
Nature Expertise in specific functional Area	Catering & Hotel Industry
Profile of the Director	Mr. Devanand Somani having more than 23 years of experience in Catering & Hotel Industry, he is Whole time Director of the Company, he is managing outdoor catering business situated at Surat since his appointment with the Company.
Directorships held in other Public Companies (excluding foreign and Private Companies)	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies	NIL
Share holding in the Company	1083400
Relationship between directors inter se	Relative of Mr. Narendra G. Somani and Mr. Hemant G. Somani.

Route Map to the AGM Venue

Venue of AGM:
"The Grand Bhagwati", Plot No.380, S. G. Highway, Bodakdev, Ahmedabad - 380054



DIRECTORS' REPORT

To,

The Members,

Your directors have pleasure in presenting their 19th Annual Report with the Audited Financial Statements for the financial year ended on 31st March, 2018.

FINANCIAL RESULTS

The financial performance of the Company for the year ended on 31st March, 2018 is summarized below:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Revenue from Operation	11873.75	13686.24
Other Income	448.89	279.97
Total Revenue	**12322.64**	**13966.21**
Less : Total Expenditure	14967.32	14755.79
Profit from Operations before Exceptional Items and Tax	**(2644.68)**	**(789.58)**
Add : Exceptional Items	1370.14	-
Profit before tax	**(1274.54)**	**(789.58)**
Less : Provision for taxation	-	-
Add : Deferred tax Liability	1328.80	128.05
Profit after tax	**54.26**	**(661.53)**
Other Comprehensive Income		
Items that will not be reclassified to P & L : Re-measurement of defined benefits plans (net of tax)	29.65	0.56
Total Comprehensive Income	**83.91**	**(660.97)**

* Previous year figures have been regrouped and rearranged wherever considered necessary.

** The Company has adopted the Indian Account Standards (Ind AS) from the 01st April, 2017 issued by the Institute of Chartered Accountant of India. Hence, Financial Statements for the year ended 31st March, 2018 has been prepared in accordance with the applicable standards of Ind AS to the Company w.e.f. 01st April, 2017.

REVIEW OF OPERATIONS

During the financial year 2017-18, your company booked total revenue of ₹ 12322.64 Lakhs as compared to ₹ 13966.21 Lakhs in financial year 2016-17. This year, your company booked operating profit of ₹ (2644.68) Lakhs as compared to ₹ (789.58) Lakhs in the previous financial year.

DIVIDEND

Looking to the requirement of the funds for internal growth of the Company, the Board of Directors of the Company have decided not to recommend any dividend for the year ended on 31st March, 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis for the year under review as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is included in this report as Annexure-"A".

PERFORMANCE OF SUBSIDARY COMPANY

Lov Kush Properties Private Limited, Wholly Owned Subsidiary Company of the Company has not commenced any business operations during the financial year 2017-18. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The accounts of the Lov Kush Properties Private Limited are consolidated with the accounts of the Company in accordance with the provisions of Indian Accounting Standards (Ind- AS)- 110 on consolidated financial statement issued by the Institute of Chartered Accountants of India, Companies Act, 2013 read with Schedule III of the Companies Act, 2013 and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements are provided in this Annual Report.

The annual financial statements of the subsidiaries and related detailed information will be kept at the Registered Office of the Company, as also at the registered offices of the respective subsidiary companies and will be available to investors seeking information at any time. The consolidated financial results reflect the operations of subsidiary Company Lov Kush Properties Pvt. Ltd. The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy, as approved by the Board, is uploaded on the Company's website.

RELATED PARTY TRANSACTIONS

All transactions entered by the Company during the financial year 2017-18 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://www.thegrandbhagwati.com/assets/investors/uploads/Related_Party_Transaction_Policy.pdf. Disclosures on related party transactions are set out in note no. 38 to the financial statements.

DEPOSIT

During the year under review the Company have not accepted and renewed any deposit from Public within the meaning of Section 73 and 76 of the Companies Act, 2013. All the deposits were matured during the year 2016-17 and were repaid. As on 31st March, 2018, the Company has no unpaid deposits.

PARTICULARS OF LOAN, GUARANTEE OR INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans given, investments made, guarantees given and securities provided under Section 186 of the Companies Act, 2013 have been provided in the notes to the standalone financial statements.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), M/s Suresh R. Shah & Associates, Chartered Accountants (Firm Registration Number: 110691W) appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Doogar & Associates, Chartered Accountants, (Firm Registration No. 000561N), regarding which approval of shareholders was obtained by passing an ordinary resolution through Postal Ballot pursuant to Section 180(1)(a) of the Companies Act, 2013 completed on Monday, 14th May, 2018.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred during the finacial year ended on 31st March, 2018.

COMPLIANCE WITH THE SECRETARIAL STANDARDS

The Company has complied with all the provisions of Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has appropriate internal control systems for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations. It has documented policies and procedures covering financial and operating functions and processes. These policies and procedures are updated from time to time and compliance is monitored by the internal audit function as per the audit plan. The Company continues its efforts to align all its processes and controls with best practices. Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Board's Report.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

1. CHANGES IN THE COMPOSITION OF BOARD OF DIRECTOR

The composition of the board of directors of the Company is in compliance with the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribed by the stock exchanges and in accordance with good corporate governance practices. The composition is described in the Corporate Governance Report attached with this 19th Annual Report.

2. INDEPENDENT DIRECTORS

The Independent Directors have submitted their declarations of independence as required pursuant to the Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

3. RETIREMENT BY ROTATION

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Devanand G. Somani (DIN: 00515959) will retire by rotation at the 19th Annual General Meeting and being eligible, offer himself for re-appointment. The board recommends his appointment.

4. RE-APPOINTMENTS/APPROVALS FOR EXECUTIVE DIRECTORS

Mr. Devanand G. Somani (DIN: 00515959) was re-appointed as Whole-time Director, designated as Executive Director of the Company, who is to retire by rotation at the 19th Annual General Meeting and being eligible, offers himself for re-appointment. The board recommends his appointment.

5. CHANGES IN OTHER KEY MANAGERIAL PERSONNEL

The Board appointed Ms. Priyanka Gola as a Company Secretary and Compliance Officer, to take over from Ms. Madhuri Gurwani with effect from 20th May, 2017.

Mr. Rajesh Thakkar was appointed as Chief Financial Officer of the Company from 14th February, 2017 who has resigned on 14th December, 2017, and there was no other cessation of key managerial personnel during the financial year.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as at 31st March, 2018 are:

Mr. Narendra Somani, Chairman and Managing Director and Ms. Priyanka Gola, Company Secretary and Compliance Officer.

6. PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Particulars of the Director retiring by rotation and seeking appointment / re-appointment at the ensuing Annual General Meeting is annexed to the notice convening 19th Annual General Meeting.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has carried out an annual performance evaluation of the Board as well as the working of its Committees. The manner in which the evaluation has been carried out is explained in the Corporate Governance Report.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

REMUNERATION POLICY

The Board has, on the recommendation of Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

BOARD AND COMMITTEE MEETINGS

During the year, Five Board and Five Audit Committee Meetings were convened and held. The details of which are provided in the Corporate Governance Report, forming part of this Annual Report. The gap between two consecutive meetings was not more than one hundred and twenty days as provided in Section 173 of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of the Section 134 (5) of the Companies Act, 2013, the directors confirm that:

a) in the preparation of the annual accounts for the year ended 31th March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual accounts on a going concern basis;

e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS

STATUTORY AUDITORS

At the Annual General Meeting held on Friday, 29th September, 2017 the members approved the appointment of M/s. Doogar & Associates., Chartered Accountants, (Firm Registration No. 000561N),Delhi as Statutory Auditor(s) to hold office from the conclusion of 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company. M/s. Doogar & Associates has placed their resignation on 28th March, 2018 and the Board has approved the same at their meeting held on 03rd April, 2018 called on shorter notice through the approval of the Board.

The Board has proposed to M/s Suresh R. Shah & Associates, Chartered Accountants, (Firm registration No. 110691W), Ahmedabad to work as Statutory Auditors of the Company at their meeting held on 03rd April, 2018. The consent letter and eligibility certificate has been received from M/s. Suresh R. Shah & Associates. The Board has decided to pass Ordinary Resolution regarding such appointment through Postal ballot for seeking approval of members. The Postal Ballot notice has been served on 03rd April, 2018 and the results thereon have been declared on 14th May, 2015 (the details of Postal Ballot has been briefly described in Corporate Governance Report attached with this Annual Report).

M/s. Suresh R. Shah & Associates were appointed to hold office for the financial year 2017-18. Further, the Board has proposed the appointment of M/s. Suresh R. Shah & Associates to hold office from the conclusion of 19th Annual General Meeting till the conclusion 23rd Annual General Meeting of the Company subject to ratification of members at every Annual General Meeting. The appointment is accordingly proposed in the Notice of the current Annual General Meeting vide item no. 3 for the approval of Members.

Observations of the auditors in their report together with the notes on accounts are self-explanatory and therefore, in the opinion of Directors, do not call for any further explanation.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. Umesh Ved & Associates, Practicing Company Secretary, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2018. The Secretarial Audit Report is annexed herewith as Annexure- "B". The report of the Secretarial Auditor is self explanatory.

CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance requirements under the Companies Act and as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on detailed report on the Corporate Governance practices followed by the Company along with a certificate from M/s. Suresh R. Shah & Associates Chartered Accountants, confirming the compliance is part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY [CSR]

Corporate Social Responsibility (CSR) is an integral part of our Sustainability Model. Your Company strongly believes in "what comes from the community should go back many times". One of the key features of our CSR projects is focus on participatory and collaborative approach with the community. The model primarily covers Social and Environment aspects.

The Board of Directors of the Company has constituted a Corporate Social Responsibility [CSR] Committee under the Chairmanship of Mr. Narendra G. Somani (00054229). Other members of the Committee are Mr. Hemant G. Somani (000515853) and Mr. Balveermal Singhvi (05321014). CSR Committee has recommended to the Board, a CSR Policy, indicating the activities to be undertaken by the Company, which is approved by the Board. The CSR Policy is posted on the website of the Company.

As part of its initiatives under Corporate Social Responsibility [CSR], the Company has contributed for education and eradicating poverty and malnutrition for the year under review. Other details of the CSR activities as required under Section 135 of the Companies Act, 2013 are given in the CSR Report at Annexure-"C".

MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES

I. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established vigil mechanism and framed whistle blower policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy. Whistle Blower Policy is disclosed on the website of the Company.

II. TGB BUSINESS CONDUCT POLICY

The Company has framed "TGB Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the Policy. The objective of the Policy is to conduct the business in an honest, transparent and in an ethical manner.

BUSINESS RISK MANAGEMENT

A well-defined risk management mechanism covering the risk mapping, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. Discussion on risks and concerns are covered in the Management Discussion and Analysis Report, which forms part of this Annual Report

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has a policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination. The said policy is in line with relevant Act passed by the Parliament in 2013. The Company, through the policy ensures that all such complaints are resolved within defined timelines. During the year, no cases were reported to the Company.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5[1] of The Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 are given in Annexure-"D".

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 is included in this Report as Annexure-"E" and forms an integral part of this Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134[3][m] of the Companies Act, 2013 read with the Companies [Accounts] Rules, 2014, are provided in the Annexure-"F" and forms part of this Report.

ACKNOWLEDGMENTS

TGB Banquets and Hotels Limited are grateful to the Financial Institutions, Banks, and Government Authorities for their continued cooperation, support and guidance. The Company would like to take this opportunity to express sincere thanks to its valued customers for their continued patronage. The Directors express their deep sense of appreciation of all the employees, whose outstanding professionalism, commitment and initiative have made the organization's growth and success possible and continue to drive its progress. Finally, the Directors wish to express their gratitude to the Members for their trust and support.

For and on behalf of the Board

Place : Ahmedabad
Date : 11th August, 2018

Narendra G. Somani
(DIN : 00054229)
Chairman & Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

Annexure - "A" to the Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country. During January-April 2018 Foreign Exchage Earnings from tourism increased 17.4 % year-on-year to US$ 10.62 billion.

India's travel and tourism industry has huge growth potential. The tourism industry is also looking forward to the expansion of E-visa scheme which is expected to double the tourist inflow to India. India's travel and tourism industry has the potential to expand by 2.5 % on the back of higher budgetary allocation and low cost healthcare facility, according to a joint study conducted by Assocham and Yes Bank.

Opportunities and Threats

The Indian government has realised the country's potential in the tourism industry and has taken several steps to make India a global tourism hub. Some of the major initiatives planned by the Government of India to give a boost to the tourism and hospitality sector of India are firstly, the Government of India is working to achieve one per cent share in world's international tourist arrivals by 2020 and two per cent share by 2025 and secondly, under budget 2018-19, the government has allotted ₹ 1,250 crore (US$ 183.89 million) for Integrated development of tourist circuits under Swadesh Darshan and Pilgrimage Rejuvenation And Spiritual Augmentation Drive (PRASAD).

More than many industries the hospitality is greatly affected by economic downturns. This is because essentially - when you get right down to it - most paid-for accommodation is nonessential. Vacations are a luxury spends and even in the business world; video conferencing has made face-to-face meetings less necessary. So when the economy struggles, hotels are among the very first casualties of the ensuing belt-tightening among businesses and consumers. Coming on the back of demonetization at the end of 2016 and GST implementation in 2017, new hotel brand signings was expected to slow down, but the sector has weathered the storm well, and the penetration of hotel brands is continuing to grow apace. With no significant policy changes expected to come in 2018, we except the pace of brand signings to increase from levels recorded in 2017. A common thread binding the trends in 2016 and in 2017 is the prediction that the unorganized sector of hotels will continue to transcend towards the organized market as technology continues to make huge disruptions in the hospitality industry.

Segment wise Performance

During the period under review, the Company is engaged in only one segment of Hotel Business; hence segment wise performance is not applicable.

Outlook

Revenue

The company recorded revenue of ₹ 12322.64 Lakhs during the financial year under review as compared to ₹ 13966.21 Lakhs achieved during the previous period.

Expenses

During the financial year under review, the total expenses were ₹ 14967.32 Lakhs as compared to ₹ 14755.79 Lakhs in the previous year. Due to increase in compensation, higher variable payouts and to meet primarily the requirement of niche skill sets in certain onsite projects the expenses were increased as compared to previous year.

Risks and Concerns

In the last few years the rise in Operating & Manpower costs has been a major cause of concern along with the raising capital needs and of course the various compliances which takes a major component of revenue.

Internal Control Systems and their Adequacy

The Company has standard operating procedures. It has in place adequate reporting systems in respect of financial performance, operational efficiencies and reporting with respect to compliance of various statutory and regulatory matters. The internal auditors of the Company had regularly conducted exhaustive internal audits pertaining to all operational areas and their reports were placed before the Audit Committee for its review and recommendations.

Human Resources and Industrial Relations

Smooth Industrial Relations and effective Human Resource Management are the key factors contributing towards success in the industry. As our company is part of the hospitality industry the importance of efficient and motivated human resources helps in achieving complete customer satisfaction. The employee strength of the Company, as on 31st March, 2018 was 968.

Review of Operational and Financial Performance

As increase in the operating revenue vis-à-vis previous year, the EBIT stands of ₹ (2644.68) Lakhs in the current year vis-à-vis ₹ (789.58) Lakhs during Financial Year 2016-17. And the total comprehensive income after tax is ₹ 54.26 Lakhs as compared to previous year of ₹ (661.53). However the business sentiments looks positive and Company aims to do better, both in terms of profitability in the times to come and Company is focusing on retaining market share in highly competitive Hotel Market. The price earnings per share for equities also increased to ₹ 0.29 per share against ₹ (2.26) per share in previous year.

Annexure - "B" to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2018

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,

The Members,

TGB Banquets and Hotels Limited

The Grand Bhagwati,

S. G. Highway, Bodakdev,

Ahmedabad -380054

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TGB Banquets and Hotels Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company during the Audit Period)**

(vi) Prevention of Food adulteration Act;

(vii) Food Safety and Standard Act;

(viii) Environmental Law;

(ix) Other law such as Luxury Tax;

(x) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further Report That,

Couple of forms required to be filed under the provisions of the Companies Act, 2013 were filed after the statutory period along with the additional filing fees.

The requisite Form MGT-14 is yet to be filed by the Company with the Registrar of Company as specified under the provisions of Section 179 under the Companies Act, 2013 in respect of Board's Report of Financial Year 2016-17.

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 was strictly not complied in words and spirit.

We further report that:

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

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

All decisions in the Board is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that during the year under report, the Company has not undertaken event/ action having a major bearing in the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

Umesh Ved

Place : Ahmedabad — **Umesh Ved & Associates**

Date : 11th August, 2018 — **Company Secretaries**

FCS No.: 4411

C.P. No.: 2924

Annexure to the Secretarial Audit Report

To,

The Members,

TGB Banquets and Hotels Limited

The Grand Bhagwati,

S. G. Highway, Bodakdev,

Ahmedabad -380054

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No.: 4411
C.P. No.: 2924

Place : Ahmedabad
Date : 11th August, 2018

Annexure - "C" to the Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

   The Company's vision is to be a responsible corporate citizen and to respects human values, inherently associated with Indian cultural and environmental and to adopt transparent and ethical behavioral practices which will contribute to the economic and sustainable development within the Company, industry, and society at large. At your Company Corporate Social Responsibility (CSR) is an integral part of our Sustainability Model. Your Company strongly believes in "what comes from the community should go back many times". At TGB Banquets and Hotels Limited, CSR has effectively evolved from being engaged in passive philanthropy to corporate community investments, which takes the form of a social partnership initiative creating value for stakeholders. The Company's CSR activities build an important bridge between business operations and social commitment evolving into an integral part of business functions, goals and strategy.

   The CSR Policy as recommended by CSR Committee and was approved by the Board of Directors has been uploaded on the Company's Website. The web link is http://www.thegrandbhagwati.com/assets/investors/uploads/2015/02/CSR_Po.pdf

   Composition of the CSR Committee

   Mr. Narendra G. Somani - Chairman

   Mr. Hemant G. Somani - Member

   Mr. Balveermal Singhvi - Member

2. **Average Net Profit of the Company for last three financial years**

   ₹ (710.43) Lakhs

3. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)**

   NIL

4. **Details of CSR spent during the financial year**

   (a) Total amount spent for the financial year: ₹ 9.90 Lakhs

   (b) Amount unspent, if any: **NIL**

   (c) Manner in which the amount spent during the financial year is detailed below.

(₹ in Lakhs)

S.No.	CSR Project or activity identified	Sector in which the project is covered	Project or programs (a) Local area or other (b) Specify the state and district where the project or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the project or programs Subheads:- 1. Direct expenditure on project or programs 2. Overheads	Cumulative expenditure upto the reporting period	Amount spent- Direct or through implementing agency
1.	Education and eradicting poverty and malnutrition	Education support and assistance to the students	Ahmedabad	9.90	9.90	34.16	Direct

6. A Chairman of CSR Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place: Ahmedabad
Date: 11th August, 2018

Narendra G. Somani
(DIN : 00054229)
Chairman CSR Committee

Annexure - "D" to the Directors' Report

Detail pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

a. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18:

(₹ in Lakhs)

Name of the Director/ KMP	Remuneration of Director/ KMP for the financial year 2017-18	% increase in Remuneration in the financial year 2017-18	Ratio of each Director to the median remune-ration of the employee.
Executive Directors			
Mr. Narendra G. Somani, Managing Director (DIN: 00054229)	48.00	NIL	2588.99
Mr. Devanand G. Somani, Whole-time Director (DIN: 00515959)	24.00	NIL	1294.50
Mr. Hemant G. Somani, Whole-time Director (DIN: 00515853)	24.00	NIL	1294.50
Non-Executive Directors *			
Mr. Balveermal Singhvi (DIN: 05321014)	0.00	NA	NA
Mr. Mahendra Kumar Bhandari (DIN: 03035629)	0.00	NA	NA
Ms. Anjali Tolani (DIN: 06958982)	0.00	NA	NA
Key Managerial Personnel			
Ms. Priyanka Gola Company Secretary (w.e.f. 20th May, 2017)	2.80	NIL	151.02
Mr. Rajesh Thakkar** Chief Financial Officer (till 23rd November, 2017)	6.46	17.65 %	**

* Except for sitting fees for attending the Meeting, Non-executive Directors are not paid any remuneration.

** Mr. Rajesh Thakkar, Chief Financial Officer has resigned from 23rd November, 2017. The remuneration is for part of the year and is not comparable and hence, ratio of remuneration of each Director to the median remuneration of the employee not stated.

b. The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year: There is no increase in remuneration of Managing Director, Whole-time Director. And whereas the percentage increases in remuneration Chief Financial Officer is 17.65% whereas the percentage decreases in remuneration of Company Secretary is 7.89%.

c. The percentage increase in the median remuneration of employees in the financial year 2017-18 was 18.85% reflecting an improvement in the overall employee pyramid.

d. There were 968 permanent employees on the rolls of the Company as on 31st March, 2018.

e. There was no average annual increase in the salaries of the employees, other than managerial personnel. The average annual salaries of the employees were decreases by 17.07 % in compared to previous financial year which was 57.94%.

f. There was no employee receiving remuneration higher than the highest paid Director during the financial year.

g. The Company affirms remuneration is as per the Remuneration Policy of the Company.

Annexure - "E" to the Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2018

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

I. REGISTRATION AND OTHER DETAILS:		
i)	CIN	L55100GJ1999PLC036830
ii)	Registration Date	01st November, 1999
iii)	Name of the Company	TGB Banquets and Hotels Limited
iv)	Category / Sub-Category of the Company	Public Limited Company
v)	Address of the Registered office and contact details	"The Grand Bhagwati", Plot No. 380, S.G.Road, Bodakdev, Ahmedabad- 380054
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited 5th floor, 506 to 508 Amarnath Business Center- 1 (ABC-1), Beside Gala Business Center, Nr. ST. Xavier's College Corner Off C. G. Road, Navrangpura, Ahmedabad- 380009 Tel No. : 079- 26465179 Email: ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Hotel Rooms	55101	18.95%
2	Restaurants	56101	41.57%
3	Banquets and Other Income	56210	39.48%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Lov Kush Properties Private Limited	U70101GJ1999PTC056059	Subsidary	100%	2 (87)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	TotaL	% of Total Shares	
A. Promoter And Promoter Group									
1. Indian									
Individuals / HUF	8065565	-	8065565	27.54	8065565	-	8065565	27.54	-
Central Government	-	-	-	-	-	-	-	-	-
State Government(S)	-	-	-	-	-	-	-	-	-
Bodies Corporate	423000	-	423000	1.44	423000	-	423000	1.44	-
Banks/ FI	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Director/ Relatives	852200	-	852200	2.91	852200	-	852200	2.91	-
Sub Total (A)(1)	**9340765**	**-**	**9340765**	**31.89**	**9340765**	**-**	**9340765**	**31.89**	**-**
2. FOREIGN									
NRI - Individuals	-	-	-	-	-	-	-	-	
Other Individuals	-	-	-	-	-	-	-	-	
Bodies Corporate	-	-	-	-	-	-	-	-	
Banks /FIs	-	-	-	-	-	-	-	-	
Any Other (Specify)	-	-	-	-	-	-	-	-	
Sub Total (A)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	
Total									
(A)= (A)(1)+(A)(2)	**9340765**	**-**	**9340765**	**31.89**	**9340765**	**-**	**9340765**	**31.89**	**-**
B. Public Shareholding									
1. Institutions									
Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
Banks/FI	195023	-	195023	0.67	57104	-	57104	0.20	(0.47)
Central Government/ State Government(S)	-	-	-	-	1391	-	1391	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Other's (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)(1)	**195023**	**-**	**195023**	**0.67**	**57104**	**-**	**58495**	**0.20**	**(0.47)**
2. Non-Institutions									
Bodies Corporate									
- Indian	6615839	-	6615839	22.59	6955669	-	6955669	23.75	1.16
- Overseas									
Individuals									
Shareholders Holding Nominal Share Capital Upto ₹ 1 Lakh.	2848948	5	2848953	9.73	3326594	5	3326599	11.36	1.63

Shareholders Holding Nominal Share Capital In Excess Of ₹ 1 Lakh	7673755	-	7673755	26.20	7308780	-	7308780	24.96	-1.24
Other (specify)									
Clearing Member	1634973	-	1634973	5.58	889660	-	889660	3.04	-2.54
Foreign National	-	-	-	-	-	-	-	-	-
Non Resident Indians	571568	-	571568	1.95	778097	-	778097	2.65	0.70
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	405524		405524	1.38	628335	-	628335	2.14	0.76
Trust	-	-	-	-	-	-	-	-	-
Sub Total (B)(2)	**19750607**	**5**	**19750612**	**67.44**	**20109316**	**5**	**19887140**	**67.91**	**0.47**
Total									
(B)= (B)(1)+ (B)(2)	**19945630**	**5**	**19945635**	**68.10**	**20167811**	**5**	**19945635**	**68.10**	**-**
C. Shares Held By Custodians for GDRs & ADRs									
Shares Held By Custodians	-	-	-	-	-	-	-	-	-
Total (C)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total (A)+(B)+(C)	**29286395**	**5**	**29286400**	**100**	**29286395**	**5**	**29286400**	**100**	**-**

IV (ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	% change in share holding during the year
1	Narendra Gurmukhdas Somani	6206815	21.19	17.50	6206815	21.19	13.63	-
2	Devanand Gurmukhdas Somani	1083400	3.70	2.89	1083400	3.70	2.89	-
3	Hemant Gurmukhdas Somani	775350	2.65	2.42	775350	2.65	2.42	-
4	Sunitaben Narendrabhai Somani	519000	1.77	1.74	519000	1.77	0.21	-
5	Bhagwati Caterers Private Limited	423000	1.44	1.44	423000	1.44	1.44	-
6	Harshitaben Devanand Somani	166600	0.57	0.00	166600	0.57	-	-
7	Neeta Hemant Somani	166600	0.57	0.56	166600	0.57	0.56	-
	Total	**9340765**	**31.89**	**26.55**	**9340765**	**31.89**	**21.15**	**-**

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

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the company
1.	Narendra G. Somani	There is no change in the number of shares held by the promoters between 01st April, 2017 to 31st March, 2018			
2.	Devanand G. Somani				
3.	Hemant G. Somani				
4.	Sunitaben Narendrabhai Somani				
5.	Bhagwati Caterers Private Limited				
6.	Harshitaben Devanand Somani				
7.	Neeta Hemant Somani				

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

Sr No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	**Sanjay C. Agrawal**				
	At the beginning of the year	**2500000**	**8.54**	-	-
	Bought during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the End of the year	**2500000**	**8.54**	-	-
2.	**Shriram Credit Company Limited**				
	At the beginning of the year	**2000000**	**6.83**	-	-
	Bought during the year	4000000	13.66	6000000	20.48
	Sales during the year	(4000000)	(13.66)	2000000	6.83
	At the End of the year	**2000000**	**6.83**	-	-
3.	**Rajshah Enterprise Private Limited**				
	At the beginning of the year	**1250000**	**4.27**	-	-
	Bought during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the End of the year	**1250000**	**4.27**	-	-
4.	**Kamlesh Sevaram Punjabi**				
	At the beginning of the year	**480000**	**1.64**	-	-
	Bought during the year	1586500	5.42	2066500	7.06
	Sales during the year	(1376000)	(4.70)	690500	2.36
	At the End of the year	**690500**	**2.36**	-	-
5.	**Shriram Insight Share Brokers Ltd.**				
	At the beginning of the year	**71253**	**0.24**	-	-
	Bought during the year	911628	3.11	982881	3.36
	Sales during the year	(422681)	(1.44)	560200	1.91
	At the End of the year	**560200**	**1.91**	-	-
6	**Varsha Sachin Patkar**				
	At the beginning of the year	-	-	-	-
	Bought during the year	500000	1.71	500000	1.71
	Sales during the year	-	-	-	-
	At the End of the year	**500000**	**1.71**	-	-
7	**Rameshchandra Kishanchand Motiani**				
	At the beginning of the year	**491500**	**1.68**	-	-
	Bought during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the End of the year	**491500**	**1.68**	-	-
8.	**Indrakumar Kishanchand Motiani**				
	At the beginning of the year	**486000**	**1.66**	-	-
	Bought during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the End of the year	**486000**	**1.66**	-	-
9.	**Suresh Kishanchand Motiani**				
	At the beginning of the year	**444000**	**1.52**	-	-
	Bought during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the End of the year	**444000**	**1.52**	-	-
10.	**Girdhari Kishanchand motiani**				
	At the beginning of the year	**441500**	**1.51**	-	-
	Bought during the year	-	-	-	-
	Sales during the year	-	-	-	-
	At the End of the year	**441500**	**1.51**	-	-

11.	**Aanand Rathi Global Finance Ltd.**				
	At the beginning of the year	**892988**	**3.05**	-	-
	Bought during the year	787476	2.69	1680464	5.74
	Sales during the year	(1313055)	(4.48)	367409	1.25
	At the End of the year	**367409**	**1.25**	-	-
12.	**Shailendrakumar Balvantrai Desai**				
	At the beginning of the year	**542628**	**1.85**	-	-
	Bought during the year	55000	0.19	597628	2.04
	Sales during the year	(546933)	(1.87)	50695	0.17
	At the End of the year	**50695**	**0.17**	-	-

IV (v) Shareholding of Directors and Key Managerial Personnel

Sr. No	For each of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year		% change in share holding during the year
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
1	Narendra Gurmukhdas Somani, Chairman & Managing Director	6206815	21.19	6206815	21.19	-
2	Devanand Gurmukhdas Somani, Whole-time Director	1083400	3.70	1083400	3.70	-
3	Hemant Gurmukhdas Somani, Whole-time Director	775350	2.65	775350	2.65	-
6	Balveermal Kewalmal Singhvi, Independent Director	-	-	-	-	-
7	Anjali Vishnubhai Tolani, Independent Director	-	-	-	-	-
8	Mahendra Kumar Bhandari, Independent Director	-	-	-	-	-
9	Rajesh Thakkar (till 23rd November, 2017)	-	-	-	-	-
10	Priyanka Gola Company Secretary (w.e.f. 20th May, 2017)	-	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment **(₹ in Lakhs)**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9529.84	723.99	-	10253.83
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	95.88	-	-	95.88
Total (i+ii+iii)	**9625.72**	**723.99**	**-**	**10349.71**
Change in Indebtedness during the financial year				
i. Addition	160.56	86.74	-	247.30
ii. Reduction	(8934.31)	(445.22)	-	(9379.53)
Net Change	**(8773.75)**	**(358.48)**	**-**	**(9132.23)**
Indebtedness at the end of the financial year				
i) Principal Amount	851.97	362.66	-	1214.63
ii) Interest due but not paid	-	2.85	-	2.85
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	**851.97**	**365.51**	**-**	**1,217.48**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager : **(₹ in Lakhs)**

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Narendra G. Somani	Devanand G. Somani	Hemant G. Somani	
1.	Gross salary				
a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	48.00	24.00	24.00	96.00
b)	Value of perquisites u/s 17(2) Income-tax Act, 1961				
c)	Profits in lieu of salary under Section 17(3) Income tax Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	**48.00**	**24.00**	**24.00**	**96.00**
	Ceiling as per the Act	**As per the Schedule V of the Companies Act, 2013**			

B. Remuneration to other directors : **(₹ in Lakhs)**

Sr. No	Particulars of Remuneration	Name of Directors			Total Amount
		Balveermal Singhvi	Anjali Tolani	Mahendra Kumar Bhandari	
1.	**Independent Directors**				
	Fee for attending board / committee meetings	0.25	0.25	0.20	0.70
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	**0.25**	**0.25**	**0.20**	**0.70**
2.	**Other Non-Executive Directors**	**-**	**-**	**-**	**-**
	Fee for attending board / committee meetings	-	-	-	-
	Commission · Others, please specify	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**
	Total (B)=(1+2)	**0.25**	**0.25**	**0.20**	**0.70**
	Total Managerial Remuneration Overall Ceiling as per the Act	**As per the Schedule V of the Companies Act, 2013**			

*Note: Mr. Balveermal Sighvi, Independent Director of the Company has been resigned from the directorship of the Company w.e.f. 10th May, 2018.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : **(₹ in Lakhs)**

Sr.	Particulars of Remuneration	Ms. Priyanka Gola, Company Secretary (w.e.f. 20th May, 2017)	Mr. Rajesh Thakkar, Chief Financial Officer (till 23rd November, 2017)	Total
1.	Gross salary			
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.80	6.46	9.26
b)	Value of perquisites u/s 17(2) Income-tax Act, 1961			
c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit			
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	**2.80**	**6.46**	**9.26**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees	imposed Authority (RD / NCLT / COURT))	Appeal made, if any (give Details
A. COMPANY Penalty Punishment Compounding			NIL		
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			NIL		

Annexure - "F" to the Directors' Report

Information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as provided under section 134(3)(m) of the Companies Act, 2013 read with Rule No. 8 of the Companies (Accounts) Rules, 2014.

(A) CONSERVATION OF ENERGY:

(i) The steps taken or impact on conservation of energy:

The operations of Company are not energy intensive. However, adequate measures have been initiated to generate energy consumption. The company already Installed 1.25 MW Windmill situated at the village-Panchayat, District-Kutch, Gujarat which generate 1919554 MW in the financial year 2017-18.

(ii) The steps taken by the Company for utilizing alternate sources of energy: Windmill

(iii) The capital investment on energy generation equipment: ₹ 619.21 lakhs

(B) TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption: The Company has not carried out any Technology Absorption.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not applicable

a) The details of technology imported;

b) The year of import;

c) Whether the technology been fully absorbed;

d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(iv) The expenditure incurred on Research and Development: Not applicable

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the foreign exchange earned in terms of actual inflows was ₹ 193.78 Lakhs, whereas the foreign exchange in terms of actual outflows was Nil.

CORPORATE GOVERNANCE REPORT

I. CORPORATE GOVERNANCE PHILOSOPHY

The Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. Your Company is committed to good Corporate Governance, based on an effective Independent Board, separation of supervisory role from the executive management and constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and customer satisfaction.

The Company's philosophy on Corporate Governance is about intellectual honesty whereby the governance is not just about encompassing regulatory and legal requirements but also strives to enhance stakeholders' value as a whole. The Company remained committed towards protection and enhancement of overall long term value for its entire stakeholders - Customer, Lenders, Employee and Society.

Your Company ensures adequate, timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company to the stock exchanges and the investors. The Company has complied with the mandatory provisions of Schedule II of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, which deals with the compliance of corporate Governance requirement as detailed below:

II. BOARD OF DIRECTORS

Composition of the Board

The composition of the board of directors of the Company is incompliance with the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribed by the stock exchanges and in accordance with good corporate governance practices. The board functions as full Board and through various committees constituted for their specific purpose and operational area. The board has constituted Four Committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. These board committees other than Corporate Social Responsibility committee comprised majority of Independent Directors and were chaired by Independent Directors.

As on 31st March, 2018, The Board of the Company had Six directors including one woman directors out of which three are executive directors and three are non-executive directors. The maximum gap between any two board meetings is not more than 120 days. During the financial year 2017-18, there were five meetings of the board held on 29th May 2017, 18th August 2017, 14th September 2017, 14th December 2017, and 12th February 2018.

Attendance & Other Directorship

Name	Attendance at Meetings			Number of other Directorship & Committee Membership / Chairmanship[2]		
	No. of Board Meetings		Last AGM (29th September 2017)	Other Directorship[1]	Committee Membership	Committee Chairmanship
	Meetings held during tenure	Meetings Attended				
Whole-time Director						
Mr. Narendra G. Somani DIN: 00054229	5	5	Present	1	1	-
Mr. Devanand G. Somani DIN: 00515959	5	5	Present	-	-	-
Mr. Hemant G. Somani DIN: 00515853	5	5	Present	-	1	-
Independent Director						
Mr. Balveermal Singhvi DIN: 05321014	5	5	Present	-	2	2
Ms. Anjali Tolani DIN: 06958982	5	5	Present	-	2	-
Mr. Mahendra Kumar Bhandari DIN: 03035629	5	5	Present	-	-	-

***Notes:** Balveermal Singhvi (DIN: 05321014) Independent Director of the Company has been tender their resignation with effect from 10th may, 2018 from the post of the director of the Company as well as from the membership of the various committees of the Company.

1. Directorships and Committee member/Chairmanship in other companies mentioned above excludes directorships in private limited companies, unlimited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013.

2. While calculating the number of Membership / Chairmanship in Committees of other companies, Membership/ Chairmanship of only Audit Committee and Stakeholders Relationship Committee have been considered pursuant to Regulation 18 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Director is a member in more than ten committees and act as a Chairman in more than five committees across all companies in which he is a Director.

The terms of reference of the Board Committees as mentioned earlier, their composition and attendance of the respective Members at the various Committee Meetings held during financial year 2017-18 are set out below:

III. AUDIT COMMITTEE

Terms of Reference

The Audit Committee discharges such functions and duties which are generally specified under Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Audit Committee provides direction to the audit function and monitors the quality of internal and statutory audit. The responsibilities of the Audit Committee include examining the financial statements and auditors' report and overseeing the financial reporting process to ensure fairness, sufficiency and credibility of financial statements, recommendation of appointment, terms of appointment and removal of statutory auditors and internal auditor and fixation of their remuneration, approval of payment to statutory auditors for other permitted services rendered by them, review and monitor with the management the auditor's independence, performance and effectiveness of audit process, review of functioning of Whistle Blower Policy, review of the quarterly and annual financial statements before submission to the Board, review of the adequacy of internal control systems and the internal audit function, review of compliance with inspection and audit reports and reports of statutory auditors, review of the findings of internal investigations, approval of transactions with related parties or any subsequent modifications, review of statement of significant related party transactions, review of management letters/letters on internal control weaknesses issued by statutory auditors, reviewing with the management the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take steps in this matter, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any, in payment to stakeholders, valuation of undertakings or assets, evaluation of risk management systems, scrutiny of inter-corporate loans and investments. The Audit Committee is also empowered to approve the appointment of the CFO (i.e., the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing his/her qualifications, experience and background, etc. of the candidate.

Composition

As on 31st March, 2018, the Audit Committee comprised majority of the independent directors and one executive director and was chaired by Mr. Balveermal Singhvi, an Independent Director (DIN: 05321014). All members of the committee are financially literate as per meaning of explanation to under Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Company Secretary is the Secretary of the Committee. There were four meeting of the committee during the year.

Meetings and Attendance

During the financial year 2017-18, Five (5) meetings of the Audit Committee were held on 29th May, 2017, 18th August, 2017, 14th September, 2017, 14th December, 2017 and 12th February, 2018. The details of the composition of the committee and attendance at its meeting are set out in the following table:

Name	Designation	Meetings held during Tenure	Meetings Attended
Mr. Balveermal Singhvi	Chairman	5	5
Miss Anjali Tolani	Member	5	5
Mr. Narendra G. Somani	Member	5	5

***Notes:** Balveermal Singhvi (DIN: 05321014) Independent Director of the Company has been tender their resignation with effect from the 10th May, 2018 from the post of the director of the Company as well as from the membership of the committees. Hence, the composition of committees will be change in F.Y. 2018-19.

IV. NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

The functions of the Committee include recommending appointments of Directors to the Board, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal, framing an evaluation framework for the evaluation of the performance of the /independent Directors and the Board, evaluation of performance of every Director, recommending to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees, recommending to the Board the remuneration (including performance bonus and perquisites) to whole time Directors, formulating the criteria for determining qualifications, positive attributes and independence of a Director and framing policy on Board diversity.

Composition

As on 31st March, 2018, the Nomination and Remuneration Committee comprised three independent directors and was chaired by Mr. Balveermal Singhvi, an Independent Director (DIN: 05321014).

Meetings and Attendance

During the financial year 2017-18, Three meeting of the Nomination and Remuneration Committee were held on 29th May, 2017, 14th December, 2017, 12th February, 2018. The details of the composition of the committee and attendance at its meeting are set out in the following table:

Name	Designation	Meetings held during Tenure	Meetings Attended
Mr. Balveermal Singhvi	Chairman	3	3
Mr. Narendra Somani	Member	3	3
Ms. Anjali Tolani	Member	3	3

***Notes:** Balveermal Singhvi (DIN: 05321014) Independent Director of the Company has been tender their resignation with effect from the 10th May, 2018 from the post of the director of the Company as well as from the membership of the committees. Hence, the composition of committees will be change in F.Y. 2018-19.

Remuneration Policy

The Non-executive Directors of the Company are paid by way of sitting fees. There is no other pecuniary relationship or transaction by the Company with Non-Executive Directors.

The Company pays remuneration to its Executive Chairman, Managing Directors and Executive Directors by way of Salary, perquisites and bonus. The remuneration is approved by the Board and is within the overall limits approved by the shareholders.

1. Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including Chairman and Managing Director and Whole time Directors is governed by the Board of Directors of the Company upon the recommendation made by the Nomination and Remuneration Committee and approved by the Members of the Company. The remuneration paid to the Executive directors of the Company during the financial year 2017-18 is provided as below:-

(₹in Lakhs)

Particulars	Mr. Narendra G. Somani	Mr. Devanand G. Somani	Mr. Hemant G. Somani
Term of Appointment	For a period of 5 Year from 01st October, 2016 to 30th September, 2019	For a period of 5 Year from 01st October, 2015 to 30th September, 2020	For a period of 5 Year from 01st October, 2015 to 30th September, 2020
Salary Allowances Commission Variable Pay Perquisites	48.00	24.00	24.00
Sitting Fees	-	-	-
Sitting Fees from Subsidiary Companies Minimum Remuneration	-	-	-
Notice Period & Severance Fees	-	-	-

2. Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Commission and Sitting Fees. The non-executive/ independent Directors are also entitled for reimbursement of expenses for attending Board/ Committee Meetings of the Company. The Non-Executive Independent Directors do not have any material pecuniary relationships or transactions with the Company. The Non-Executive Directors are paid sitting fees for each meeting of the Board or Committee of Directors attended by them. The total amount of sitting fees paid during the financial year 2017-18 was ₹ 0.70 Lakhs.

(₹in Lakhs)

Name of the Director	Sitting Fees	No. of Shares Held	Commission to Non-Executive Directors
Mr. Balveermal Singhvi (DIN: 05321014)	0.25	Nil	Nil
Ms. Anjali Tolani (DIN: 06958982)	0.25	Nil	Nil
Mr. Mahendra Kumar Bhandari (DIN: 03035629)	0.20	Nil	Nil

***Notes:** Balveermal Singhvi (DIN: 05321014) Independent Director of the Company has been tender their resignation with effect from the 10th May, 2018 from the post of the director of the Company as well as from the membership of the committees. Hence, the composition of committees will be change in F.Y. 2018-19.

Performance Evaluation of Independent Directors and the Board

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structures questionnaire was prepared after circulating the draft forms, covering various aspects of Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

V. Stakeholders Relationship Committee

Terms of Reference

The functions and powers of the committee consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends.

Composition

As on 31st March, 2018, the Stakeholders Relationship Committee comprised of three members. Mr. Balveermal Singhvi (DIN: 05321014), the Chairman of the committee, Mr. Hemant G Somani (DIN: 00515853), and Ms. Anjali Tolani (DIN: 06958982). Ms. Priyanka. K. Gola, Company Secretary of the Company acts as Secretary to the Stakeholders Relationship Committee.

Mr. Balveermal Singhvi (DIN: 05321014) Independent Director of the Company has been tender their resignation with effect from the 10th May, 2018 from the post of the director of the Company as well as from the membership of the committees. Hence, the composition of committees will be change in F.Y. 2018-19.

Meetings and Attendance

During the financial year 2017-18, four (4) meetings of the Stakeholders Relationship Committee were held on 29th May, 2017, 18th August, 2017, 14th December, 2017 and 12th February, 2018. The Committee ensures that the shareholders'/ investors' grievances and correspondence are attended and resolved expeditiously. During the financial year 2017-18 under review, no investor grievances were received by the Company.

Name	Designation	Meetings held during Tenure	Meetings Attended
Mr. Balveermal Singhvi (DIN: 05321014)	Chairman	4	4
Mr. Hemant G. Somani (DIN: 00515853)	Member	4	4
Ms. Anjali Tolani (DIN: 06958982)	Member	4	4

VI. Corporate Social Responsibility Committee

Terms of Reference

The terms of reference of CSR Committee includes to frame the CSR Policy and review it from time to time to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013 and Rules made there under and to provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

Composition

At 31st March, 2018, the Corporate Social Responsibility Committee comprised two executive directors and one independent director and was chaired by Mr. Narendra G. Somani, Managing Director (DIN: 00054229) of the Company.

Meetings and Attendance

During the financial year 2017-18, two meetings of the CSR Committee were held on 29th May, 2017 and 18th August, 2017. The details of the composition of the committee and attendance at its meeting are set out in the following table:

Name	Designation	Meetings held during Tenure	Meetings Attended
Mr. Narendra G. Somani (DIN: 00054229)	Chairman	2	2
Mr. Hemant G. Somani (DIN: 00515853)	Member	2	2
Mr. Balveermal Singhvi (DIN: 05321014)	Member	2	2

***Notes:** Balveermal Singhvi (DIN: 05321014) Independent Director of the Company has been tender their resignation with effect from the 10th May, 2018 from the post of the director of the Company as well as from the membership of the committees. Hence, the composition of committees will be change in F.Y. 2018-19.

Details about the policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year. The CSR Policy has been hosted on the website of the Company http://www.thegrandbhagwati.com/assets/investors/uploads/2015/02/CSR_Po.pdf

VII. GENERAL BODY MEETING

Details of Last Three Annual General Meeting Held

Sr. No.	Financial Year	Date and Time	Venue	Details of Special Resolution passed
1.	2014-15	23.09.2015 10.30 A.M	Sindhu Bhavan, Plot No. 173, 100 Ft. Ring Road, Off S. G. Highway, Judges Bungalow Cross Road, Bodakdev, Ahmedabad.	1. Appointment of Mr. Mahendra Kumar Bhandari as an Independent Director of the Company 2. Appointment of Mr. Devanand G. Somani as Whole-time Director of the Company 3. Appointment of Mr. Hemant G. Somani as Whole-time Director of the Company 4. Appointment of Mr. Ramesh K. Motiani as Whole-time Director of the Company 5. Approval for entering into Related Party Transactions
2.	2015-16	30.09.2016 10.30 A.M	Sindhu Bhavan, Plot No. 173, 100 Ft. Ring Road, Off S. G. Highway, Judges Bungalow Cross Road, Bodakdev, Ahmedabad.	1. Re-appointment of Mr. Narendra Somani as an executive director of the Company.
3.	2016-17	29.09.2017 11.30 A.M	Sindhu Bhavan, Plot No. 173, 100 Ft. Ring Road, Off S. G. Highway, Judges Bungalow Cross Road, Bodakdev, Ahmedabad.	1. Re-Appointment of Mr. Hemant Somani as an executive director of the Company

POSTAL BALLOT

During the financial year 2018-19, pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company has passed ordinary resolution for Appointment of Suresh R. Shah & Associates, Chartered Accountant (Firm Registration Number 110691W) as a statutory Auditor of the Company under Section 139(8) of the Companies Act, 2013 through Postal Ballot Notice dated 03rd April, 2018. The Company has appointed Mr. Umesh Ved, Practicing Company Secretary as Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Company has extended facility for voting through electronic means to the members of the Company. Postal Ballot forms received up to the close of working hours on 12th April, 2018 had been considered and the result of the Postal Ballot was announced on 14th April, 2018 at the Registered Office of the Company. The Result of Postal Ballot will be published in the Newspaper (English and vernacular) Within 48 hours of the declaration of the result and will be placed at the website of the Company for information of Members besides being communicated to all the Stock Exchanges on which the shares/securities are listed. The details of result of Postal Ballot are as under.

Promoter/ Public	No. of Share held	No. of Votes Polled	% of votes polled on outstanding shares	No. of votes in favour	No of Votes in against	% of votes in favours of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3)={(2)/	(4)	(5)	(6)={(4)/	(7)={(5)/
			(1)}*100			(2}*100	(2}*100
Resolution No. 1: For Appointment of Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration Number 110691W) Ahmedabad, as a Statutory Auditor(s) of the Company under Section 139(8) of the Companies Act, 2013							
Promoter and Promoter Group	8266384	7843384	94.88289	7843384	0	100	0
Public Institutional Holders	24570	0	0	0	0	0	0
Public - Other	20995446	882984	4.205598	854757	28227	96.803226	3.196774
Total	**29286400**	**8726368**	**29.796656**	**8698141**	**28227**	**99.676532**	**0.323468**

Accordingly, the Resolution No. 1 as mentioned above has been passed by the requisite majority as Ordinary Resolution.

VIII. DISCLOSURES

1. There are no materially significant transactions with related parties i.e., directors, management, subsidiaries or relatives conflicting with the Company's interests.
2. The Company has complied with all the requirements of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges as well as regulations and guidelines of SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during the period under review.
3. In terms of the Whistle Blower Policy of the Company, no employee of the Company has been denied access to the Audit Committee.
4. It is confirmed that the mandatory requirements are complied with and the non-mandatory provisions are adopted, wherever necessary.
5. In the preparation of the financial statement the Company has followed the Indian Accounting Standard notified pursuant to the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provision of the Companies Act, 2013. Ministry of Corporate Affairs (MCA) has issued a notification dated 16th February, 2015 announcing the Companies (Indian Accounting Standards) Rules, 2015 for phase wise roadmap for adoption and applicability of Indian Accounting Standard (Ind AS). As per these rules, In the second phase, Listed companies having net worth of less than ₹ 500 crore, Unlisted companies having net worth of ₹ 250 crore or more but less than ₹ 500 crore and holding subsidiary, joint venture or associate companies of the listed and unlisted companies will have to prepare their Financial Statements following Ind AS with effect from 01st April, 2017 with comparative periods beginning 01st April, 2016. Since the Company's net worth is above this threshold. Hence, the Company has adopted the Ind AS with effect from 01st April, 2017.

IX. MEANS OF COMMUNICATION TO THE SHAREHOLDERS

1. The Company's unaudited quarterly/ half yearly results are announced within Forty Five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Agreement with the Stock Exchanges.
2. The approved financial results are forthwith sent to the stock exchanges and are published in Economics Times English newspaper. In addition, the same are published in Gujarati Edition of Economics Times, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
3. The Company's financial results were also displayed on the Company's Website.
4. The Quarterly results, shareholding pattern, Quarterly Compliances and all other corporate Communication to the Stock Exchanges Viz. Bombay Stock Exchange Limited and National Stock Exchange of India Limited are filed electronically. The Company has complied with the filling submissions through BSE's Listing centre. Likewise, the said information is also filed electronically with NSE through NEAPS portal.
5. A separate dedicated Section under Investor, on the Company's Website gives the information on unclaimed Dividends, Quarterly Results, Shareholding Pattern and other relevant information of interest to the Investors/ Public.

X. GENERAL SHAREHOLDER'S INFORMATION

i. Annual General Meeting for the financial year 2017-18:

Day and Date: Friday, 28th September, 2018

Time : 10.30 AM

Venue : "THE GRAND BHAGWATI" Plot No. 380, S.G. Road, Bodakdev, Ahmedabad-380054

ii. Book Closure Date: From Monday, 17th September, 2018 to Friday, 28th September, 2018 (both days inclusive) for AGM purpose.

iii. Last Date of Receipt of Proxy Forms : Wednesday, 26th September, 2018

iv. Period : 01st April, 2017 to 31st March, 2018

v. Tentative Calendar for financial year ending 31st March, 2019

Adoption of Quarterly Results for the Quarter ending:

June 30, 2018 : 1st/ 2nd week of August, 2018

September 30, 2018 : 1st/ 2nd week of November, 2018

December 31, 2018 : 1st/ 2nd week of February, 2019

31st March, 2019 : 04th week of May, 2019

vi. Details of Share Listed on Stock Exchanges as on 31st March, 2018

Stock Exchanges		**Stock Code**
Bombay Stock Exchange Limited (BSE)	:	532845
National Stock Exchange of India Limited (NSE)	:	TGBHOTELS

Annual Listing Fees for the financial year 2017-18 has been paid to both stock exchanges

International Standard Identification Number (ISIN) : INE797H01018

Annual Listing Fees for the financial year 2017-18 has been paid to both stock exchanges

vii. Distribution of Share holding as on 31st March, 2018

No. of equity shares	No. of Shareholders	% of Shareholding	No. of Shareholders	% of Shareholding
1-500	5320	76.09	840718	2.87
501-1000	742	10.61	625857	2.13
1001-2000	350	5.01	553187	1.89
2001-3000	142	2.03	363613	1.24
3001-4000	87	1.24	316025	1.08
4001-5000	65	0.93	312305	1.08
5001-10000	111	1.59	818360	2.79
10000 & Above	175	2.50	25456335	86.92

viii. Categories of Shareholder as on 31st March, 2018

Sr. No.	Particulars	No. of Shares	% of Holding
(A)	**PROMOTERS SHARE HOLDING**		
i.	**Individual**		
	- Promoter	8065565	27.54
	- Relative of Directors	852200	2.91
ii.	**Body Corporate**	423000	1.44
(B)	**PUBLIC SHAREHOLDING**		
i.	**Institution**		
	Financial Institutions / Banks	57104	0.19
	Central Government / State Government(s)	1391	0.0047
ii.	**Non- Institution**		
	Bodies Corporate	6955669	23.75
	Individuals		

	Holding nominal Share Capital up to ₹1 Lac	3326599	11.37
	Holding nominal Share Capital in excess of ₹1 Lac	7308780	24.96
	Foreign Portfolio Investor	0	0.00
	Clearing Member	889660	3.04
	Non Resident Indians (Non Repat)	701687	2.40
	Non Resident Indians (Repat)	76410	0.26
	Hindu Undivided Family	628335	2.14
	Trusts	0	0
	Total	**29286400**	**100.00**

ix. **Share Price Data**

MONTH	TGB HOTELS (532845) VS Bombay Stock Exchange Limited					TGBHOTELS VS National Stock Exchange of India Limited				
	TGB HOTELS (532845)			BSE SENSEX		TGB HOTELS			NSE NIFTY	
	HIGH	LOW	VOLUME	HIGH	LOW	HIGH	LOW	VOLUME	HIGH	LOW
	(₹)	(₹)	(Nos.)	(₹)	(₹)	(₹)	(₹)	(Nos.)	(₹)	(₹)
April-2017	59.5	51.95	1659080	30184.22	29241.48	54	51.8	129387	9342.65	9282.25
May-2017	77.45	48.55	760158	31255.28	29804.12	60.5	58	60976	9649.6	9609.25
June-2017	64	55	561795	31522.87	30680.66	57.3	55.95	26353	9535.8	9448.75
July-2017	63.4	55.8	1013169	32672.66	31017.11	58.2	55.6	19360	10085.9	10016.95
Aug- 2017	57.5	47.5	528083	32686.48	31128.02	51.9	50.3	17066	9925.1	9856.95
Sep- 2017	67	50.95	950796	32524.11	31081.83	55.3	53.1	25176	9854	9775.35
Oct- 2017	58.3	53	1203269	33340.17	31440.48	58	55.55	57925	10367.7	10323.95
Nov- 2017	62.65	53.65	1296486	33865.95	32683.59	62.35	59.6	87389	10332.7	10211.25
Dec- 2017	63	52.65	1440094	34137.97	32565.16	60.2	58.85	47034	10538.7	10488.65
Jan-2018	66.3	53.3	831214	36443.98	33703.37	55.55	53.8	15622	11058.5	10979.3
Feb-2018	56	40.7	697989	36256.83	33482.81	44	40.75	176247	10535.5	10461.55
Mar-2018	45.35	32.1	1112308	34278.63	32483.84	38.3	34.8	78458	10158.3	10096.9

x. **DEMATERIALISATION OF SHARES AND LIQUIDITY**

99.99% of the Equity shares of the Company have been dematerialized (NSDL- 69.06 % and CDSL- 30.94%) as on 31st March, 2018. The equity shares of the Company are tradable in dematerialized form by all categories of Investors.

xi. **OUTSTANDING GDRs/ WARRANTS AND CONVERTIBLE BONDS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

The Company has not issued any ADRs and GDRs, Warrants or any Convertible Instrument.

xii. **SHARE TRANSFER SYSTEM**

The transfer of shares in electronic form are processed by NSDL / CDSL through their respective Depository Participants, In compliance with the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 with Stock Exchanges, A Practicing Company Secretary carries out audit of the systems of Transfer and a Certificate of that effect is issued.

xiii. **ADDRESS OF CORRESPONDENCE**

Correspondence with Company	Compliance Officer	Registrar and Transfer Agent
TGB Banquets and Hotels Limited “The Grand Bhagwati” Plot No. 380, S.G. Road, Bodakdev, Ahmedabad-380054 Phone: 079-26841000 Fax: 079- 26840915 E-mail: info@tgbhotels.com	**Company Secretary** “The Grand Bhagwati” Plot No. 380, S.G. Road, Bodakdev, Ahmedabad-380054 Phone: 079-26937800 Fax: 079- 26840915 E-mail: cs@tgbhotels.com	**Link Intime India Private Limited** 5TH Floor 506-508, Amarnath Business Center I (ABC-i), Besides Gala Business Center, Nr. ST. Xavier’s College Corner, Off C.G road, Navrangpura, Ahmedabad-380009 Phone: 079-26465179 E-mail : ahmedabad@linkintime.co.in

XIV. BUSINESS LOCATIONS

1. Owned Properties

LOCATION	HOTELS	Restaurants
Ahmedabad	The Grand Bhagwati, Plot No. 380, S. G. Road, Bodakdev, Ahmedabad-380 054	Mr. & Mrs. Somani Cafe Piano

2. Under Franchisee

LOCATION	HOTELS	Restaurants
Ahmedabad	TGB Express, Maninagar	-
Nadiad	TGB Express -Nadiad	-
Surat	-	TGB World Cuisine Restaurant

3. Properties Managed by TGB

LOCATION	HOTELS	Restaurants
Ahmedabad	1. Patang : The Revolving Restaurant , Ashram Road, Ahmedabad 2. Karnavati Club, S. G. Highway, Ahmedabad 3. Rajpath Club, S. G. Highway, Ahmedabad	
Indore	"The Grand Bhagwati Palace" Omaxe City 1, Bypass Road, Mayakhedi, indore, Madhya Pradesh	
Surat	The Grand Bhagwati, Magdalla Circle, Dumas Road, surat-395007 Restaurants at Surat management: 1. Mr. & Mrs. Somani 2. Cafe Piano, 3. Ziba Restaurant, Crystal Lounge, 4. Club Café, Fever 105	

XI. COMPLIANCE CERTIFICATE FROM AUDITOR

Certificate from the Statutory Auditors of the Company, M/s. Suresh R. Shah & Associates, Chartered Accountants (Firm Registration Number : 110691W), Ahmedabad, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this report forming part of the Annual Report.

XII. CERTIFICATE FROM CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification by the Managing Director & CEO and Chief Financial Officer on the financial statements and internal controls relating to financial reporting has been obtained and annexed to this report.

XIII. GREEN INITIATIVES IN CORPORATE GOVERNANCE

Ministry of Corporate Affairs had announced "Green Initiatives in the Corporate Governance" and permitted companies to service notices / documents including Annual Report to the members of the Company on their e-mail addresses. All those Shareholders who have not yet registered their e-mail ids or holding shares in physical form are requested to register their e-mail ids with NSDL/CDSL and/or our Registrar & Share Transfer Agent.

XIV. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In accordance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Company has instituted a comprehensive code of conduct for prevention of insider trading.

XV. CODE OF CONDUCT

The Company has adopted Code of Conduct which is applicable to the Board of Directors and Senior Management Team (one level below the Board) of the Company. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and the members of Senior Management Team have affirmed compliance with this code of conduct on an annual basis. A declaration signed by the Managing Director to this effect is annexed to this report. This Code has been posted on the Company's Website http://www.thegrandbhagwati.com/assets/investors/uploads/Code_of_Conduct.pdf

XVI. CONFLICT OF INTERESTS

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanship and notifies changes during the year. Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The members of the Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

XVII. MATERIAL SUBSIDIARIES

In accordance with the requirements of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy for determining Material Subsidiaries and the same has been hosted on the website of the Company http://www.thegrandbhagwati.com/assets/investors/uploads/Policy_for_Determining_Material_Subsidiaries.pdf

XVIII. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has adopted a structured programme for orientation of Independent directors at the time of their joining so as to familiarize them with the Company-its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The Company updates the Board Members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and responsibilities so as to be in a position to take well-informed and timely decisions and contribute significantly to the Company. Newly Directors are welcomed to the Board of Directors of the Company by sharing various documents of the Company for their references. Upon appointment a detailed Appointment Letter incorporating the role, function, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures is issued for the acceptance of the Independent Directors. The familiarization programmed for the Independent Directors has been hosted on the Company's website.

DECLARATION

I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the year ended on 31st March, 2018.

For, TGB Banquets and Hotels Limited

Place: Ahmedabad

Date: 11th August, 2018

Narendra G. Somani
(DIN : 00054229)
Chairman & Managing Director

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION

To,
The Board of Directors,
TGB BANQUETS AND HOTELS LIMITED

Pursuant to the Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, we hereby certify that-

A. We have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2018and that to the best of our knowledge and belief:

1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2) these statements together present a true and fair view of the Company's affair sand are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

1) significant changes in internal control over financial reporting during the year;

2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Yours Sincerely,

	Narendra G. Somani	**Ashish R. Thakkar**
Place : Ahmedabad	(DIN : 00054229)	Chief Financial officer
Date : 11th August, 2018	Chairman & Managing Director	

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members,
TGB Banquets and Hotels Limited,

In accordance with Chapter IV of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we have examined all relevant records of the TGB Banquets and Hotels Limited relating to its compliance of condition of Corporate Governance as stipulated in said Listing Regulations for the financial year ended 31st March, 2018.

It is responsibility of the Company to prepare and maintain the relevant necessary record under the SEBI guidelines, Listing Agreement and other application Laws. Our responsibility is to carry out an examination on the basis of our professional judgment so as to award a reasonable assurance of the correctness and completeness of the records for the purpose of this certificate.

We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of this certificate and have been provided with such records documents certificates etc as had been required by us.

We certify that from the records produced and the explanation given to us by the Company for the purpose of this certificate and to the best of our information, the Company has complied with all the mandatory requirement of Chapter IV of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

For, Suresh R. Shah & Associates
Chartered Accountants
(FRN: 110691W)

Place: Ahmedabad
Date: 11th August, 2018

Mrugen Shah
Partner
M. No. 117412

INDEPENDENT AUDITORS' REPORT

To the Members of TGB Banquets and Hotels Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of TGB BANQUETS AND HOTELS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
   a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
   d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
   e) on the basis of the written representations received from the directors of the Company as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
   f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Suresh R. Shah & Associates
Chartered Accountants
FRN:110691W

Mrugen K. Shah
Partner
M. No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of TGB BANQUETS AND HOTELS LIMITED of even date)

We have audited the internal financial controls over financial reporting of TGB BANQUETS AND HOTELS LIMITED ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Suresh R. Shah & Associates
Chartered Accountants
FRN:110691W

Mrugen K. Shah
Partner
M. No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of TGB BANQUETS AND HOTELS LIMITED of even date)

i. **In respect of the Company's fixed assets:**

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

ii. (a) The management of the Company has conducted the physical verification of inventory at reasonable intervals.

(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of accounts were not material.

iii. According to the information and explanations given to us, the Company has not granted secured or unsecured loans to any Company, Firm, Limited Liability Partnership or other party covered in the register maintained under section 189 of the Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has not been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) No undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable except below

Nature of Tax	Amount Outstanding (₹ in Lakhs)
ESI	35.68
PF	76.66
PT	27.09
VAT	762.01
SERVICE TAX	2353.77
TDS	79.85
LUXURY TAX	145.88

(c) According to the information and explanations given to us, dues that have not been deposited by the Company on account of disputes are as follow:

Name of the statute	Nature of dues	Amount (₹) in Lakhs	Period	Forum where the dispute is pending
Income Tax Act 1961	Income tax	67.80	10-11	ITAT
Income Tax Act 1961	Income tax	39.55	11-12	ITAT
Income Tax Act 1961	TDS	619.59	17-18	CIT(Appeal)
Gujarat Commercial Tax	VAT	244.09	09-10	Tribunal

viii. The Company has not defaulted in repayment of any loans or borrowings from financial institutions, banks and government. The Company has not issued any debentures.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Suresh R. Shah & Associates
Chartered Accountants
FRN:110691W

Mrugen K. Shah
Partner
M. No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note No.	As at 31-03-2018 ₹ in Lakhs		As at 31-03-2017 ₹ in Lakhs		As at 01-04-2016 ₹ in Lakhs	
NON-CURRENT ASSETS							
(a) Property, Plant and Equipment	4	**7,800.69**		22,193.22		23,149.22	
(b) Financial Assets							
(i) Investments	5	**500.01**		500.01		500.01	
(ii) Others	6	**832.61**		679.57		748.73	
(c) Deferred Tax Assets (Net)	7	**-**		-		-	
(d) Other Non-Current Assets	8	**-**		296.09		679.90	
			9,133.31		**23,668.89**		**25,077.86**
CURRENT ASSETS							
(a) Inventories	9	**2,243.71**		2,982.45		3,009.75	
(b) Financial Assets							
(i) Trade Receivables	10	**4,619.26**		3,892.52		2,543.68	
(ii) Cash and Cash Equivalents	11	**561.99**		608.82		317.44	
(iii) Bank Balance other than (ii) above	12	**0.28**		0.65		0.65	
(iv) Loans	13	**4,302.17**		2,162.15		2,285.68	
(c) Other Current Assets	14	**3,362.78**		3,184.02		2,794.40	
(d) Other Current Tax Receivable		**182.68**		-			
			15,272.87		**12,830.61**		**10,951.60**
TOTAL ASSETS			**24,406.18**		**36,499.50**		**36,029.46**
EQUITY AND LIABILITIES							
EQUITY							
(a) Share Capital	15	**2,928.64**		2,928.64		2,928.64	
(b) Other Equity	16	**12,830.24**		12,746.33		12,457.98	
			15,758.88		**15,674.97**		**15,386.62**
LIABILITIES							
NON-CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	17	**472.41**		5,569.57		7,454.50	
(b) Provisions	18	**154.98**		156.01		145.09	
(c) Deferred Tax Liabilities (Net)	7	**36.82**		1,365.62		1,493.67	
			664.21		**7,091.20**		**9,093.26**
CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	19	**707.75**		1,814.67		1,809.33	
(ii) Trade Payables	20	**2,364.73**		2,366.46		1,926.93	
(iii) Other Financial Liabilities	21	**37.60**		2,999.74		2,408.70	
(b) Other Current Liabilities	22	**4,858.64**		6,338.00		5,071.59	
(c) Provisions	23	**14.38**		38.10		25.42	
(d) Other Current Tax Provision		**-**		176.35		307.61	
			7,983.10		**13,733.32**		**11,549.58**
TOTAL EQUITY & LIABILITIES			**24,406.18**		**36,499.50**		**36,029.46**
Corporate Information, Basis of Preparation & Significant Accounting Policies	**1-3**						

The accompanying notes 1 to 41 are an integral part of the Standalone Financial Statements

As per our Report of even date
For, Suresh R. Shah & Associates
Chartered Accountants
Firm Regn. No.: 110691W

Mrugen K. Shah
Partner
Membership No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

For and on behalf of the Board

Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)

Devanand G. Somani - Wholetime Director
(DIN : 00515959)

Hemant G. Somani - Wholetime Director
(DIN : 00515853)

Priyanka K. Gola - Company Secretary

Ashish R. Thakkar - Chief Financial Officer

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Note No.	2017-18 ₹ in Lakhs		2016-17 ₹ in Lakhs	
INCOME					
Revenue from operations	24	**11,873.75**		13,686.24	
Other income	25	**448.89**		279.97	
TOTAL INCOME			**12,322.64**		**13,966.21**
EXPENSES					
Consumption of provisions, beverages, smokes and others	26	**3,742.90**		3,962.62	
Employee benefits expense	27	**2,905.04**		2,245.00	
Finance Costs	28	**319.08**		1,569.93	
Depreciation and amortization expenses	4	**493.78**		1,945.63	
Other expenses	29	**7,506.51**		5,032.61	
TOTAL EXPENSES			**14,967.32**		**14,755.79**
Profit/(Loss) before exceptional items and tax			**(2,644.68)**		**(789.58)**
Exceptional items (net)	30		1,370.14		-
Profit/(Loss) before tax			**(1,274.54)**		**(789.58)**
Tax items					
Current tax					
Earlier years tax provisions (written back)					
Deferred tax asset / (liability)		**1,328.80**		128.05	
Total tax items			**1,328.80**		128.05
Profit/(Loss) for the year			**54.26**		**(661.53)**
Other Comprehensive Income					
Items that will not be re-classified to Profit or Loss					
Re-measurement gains/ (losses) on post employment benefit plans		**29.65**		0.56	
Additional depreciation on account of revaluation					
Other Comprehensive Income/ (Loss) for the year			**29.65**		**0.56**
Total Comprehensive Income/ (Loss) for the year			**83.91**		**(660.97)**
Net profit / (loss) attributable to:					
Owners			**54.26**		(661.53)
Non-controlling interest			-		-
Other comprehensive income / (loss) attributable to:					
Owners			**29.65**		0.56
Non-controlling interest			-		-
Total comprehensive income / (loss) attributable to:					
Owners			**83.91**		(660.97)
Non-controlling interest			-		-
Earnings Per Equity Share (Basic and Diluted)	**31**		**0.29**		(2.26)
Corporate Information, Basis of Preparation & Significant Accounting Policies	**1-3**				

The accompanying notes 1 to 41 are an integral part of the Standalone Financial Statements

As per our Report of even date
For, Suresh R. Shah & Associates
Chartered Accountants
Firm Regn. No.: 110691W

Mrugen K. Shah
Partner
Membership No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

For and on behalf of the Board
Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)
Devanand G. Somani - Wholetime Director
(DIN : 00515959)
Hemant G. Somani - Wholetime Director
(DIN : 00515853)
Priyanka K. Gola - Company Secretary
Ashish R. Thakkar - Chief Financial Officer

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	2017-18 ₹ in Lakhs	2016-17 ₹ in Lakhs
Cash flow from operating activities		
Profit/ (loss) Before Tax	**(1,274.54)**	**(789.58)**
Adjustments for:		
Depreciation and amortization	493.78	1,945.63
Interest and finance charges	319.08	1,569.93
Interest income	(16.88)	(14.67)
(Gain)/Loss on fixed assets sold/ discarded (net)	(1,370.14)	-
Net unrealized (gain)/loss on foreign currency transaction and translation (relating to other heads)		
Bad debts / advances written off		
Provision for bad & doubtful debts/advances (written back)		
Liability no longer required written back	411.30	-
Provision no longer required written back		
Provision for gratuity and leave encashment/ (written back)	26.72	59.45
Others	-	-
Operating Profit before Working Capital Changes	**(1,268.03)**	**2,905.41**
Adjustments for changes in working capital :		
(Increase)/decrease in trade receivables, loans & advances and other assets	(2,601.09)	(1,189.90)
(Increase)/decrease in inventories	738.73	27.32
Increase/(decrease) in trade payables, other liabilities and provisions	(1,914.22)	1,670.65
Cash Generated from Operations	**(5,187.26)**	**3,278.82**
Income taxes paid	(359.04)	(131.26)
Net Cashflow from Operating Activities	**(5,546.29)**	**3,147.56**
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(264.02)	(45.63)
Additions in capital work in progress	-	
Proceeds from sale of fixed assets	15,532.92	5.30
Investments in bank deposits (with original maturity over 3 months)	(301.39)	27.96
Proceeds from bank deposits (with original maturity over 3 months)		
Interest received	16.88	14.67
Net Cashflow from Investing Activities	**14,984.39**	**2.30**
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings		
Receipts		
Payments	(5,097.16)	(1,884.93)
Proceeds from short term borrowings		
Receipts	-	596.38
Payments	(4,069.06)	-
Interest and finance charges	(319.08)	(1,569.93)
Net Cashflow from Financing Activities	**(9,485.30)**	**(2,858.48)**
Net Increase/(Decrease) in Cash and Cash Equivalents	**(47.20)**	**291.38**
Cash and bank balances at the beginning of the year	**609.47**	**318.09**
Cash and bank balances at the end of the year	**562.27**	**609.47**

NOTES:

1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows.
2) Figures in bracket indicate cash outflow.
3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR CONSIST OF CASH ON HAND, CHEQUES, DRAFT ON HAND AND BALANCE WITH BANKS AS FOLLOWS:

DETAIL OF CASH AND CASH EQUIVALENTS	As at 31-03-2018 ₹ in Lakhs	As at 31-03-2017 ₹ in Lakhs
Balances with banks		
In current accounts	**77.24**	57.83
In deposits with original maturity of less than 3 months		
Cash on hand	**485.03**	551.64
Cheque on hand		
	562.27	609.47

The accompanying notes 1 to 41 are an integral part of the Standalone Financial Statements

As per our Report of even date
For, Suresh R Shah & Associates
Chartered Accountants
Firm Regn. No.: 110691W

Mrugen K. Shah
Partner
Membership No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

For and on behalf of the Board

Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)
Devanand G. Somani - Wholetime Director
(DIN : 00515959)
Hemant G. Somani - Wholetime Director
(DIN : 00515853)
Priyanka K. Gola - Company Secretary
Ashish R. Thakkar - Chief Financial Officer

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

(A) EQUITY SHARE CAPITAL

For the year ended 31st March, 2018 **₹ in Lakhs**

Balance as at 01st April, 2017	Changes during the year	Balance as at 31st March, 2018
2,928.64	**-**	**2,928.64**

For the year ended 31st March, 2017 **₹ in Lakhs**

Balance as at 01st April, 2016	Changes during the year	Balance as at 31st March, 2017
2,928.64	**-**	**2,928.64**

(B) OTHER EQUITY

For the year ended 31st March, 2018 **₹ in Lakhs**

Particulars	Capital Reserve	General Reserve	Capital redemption reserve	Security premium account	Tourism Development Reserve	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 01st April, 2017	-	620.22	-	7,278.63	-	430.39	4,417.08	12,746.33
Profit/(Loss) for the year	-	-	-	-	-	54.26	-	54.26
Transfer from / to								
Other Comprehensive income/(loss) for the year	-	-	-	-	-	-	29.65	29.65
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	**-**	**620.22**	**-**	**7,278.63**	**-**	**484.66**	**4,446.73**	**12,830.24**

For the year ended 31st March, 2017 **₹ in Lakhs**

Particulars	Capital Reserve	General Reserve	Capital redemption reserve	Security premium account	Tourism Development Reserve	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 01st April, 2016	-	620.22	-	7,278.63	-	1,091.93	3,467.20	12,457.98
Profit/(Loss) for the year	-	-	-	-	-	(661.53)	-	(661.53)
Transfer from / to								
Other Comprehensive income/(loss)	-	-	-	-	-	-	949.33	949.33
for the year		-	-	-	-	-	0.56	0.56
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	-	-	-
Balance as at 31st March, 2017	**-**	**620.22**	**-**	**7,278.63**	**-**	**430.40**	**4,417.08**	**12,746.33**

The accompanying notes 1 to 41 are an integral part of the Standalone Financial Statements

As per our Report of even date
For, Suresh R Shah & Associates
Chartered Accountants
Firm Regn. No.: 110691W

Mrugen K. Shah
Partner
Membership No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

For and on behalf of the Board

Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)
Devanand G. Somani - Wholetime Director
(DIN : 00515959)
Hemant G. Somani - Wholetime Director
(DIN : 00515853)
Priyanka K. Gola - Company Secretary
Ashish R. Thakkar - Chief Financial Officer

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

1. CORPORATE INFORMATION

TGB Banquets and Hotels Limited ("the Company") is a public limited company domiciled in India and is listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE). The Company is into provision of Restaurants; banquets and hotel services since 1999.

2. BASIS OF PREPARATION

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2016 as amended by the Companies (Indian Accounting standards) (Amendment) Rules, 2016. As per the said roadmap, the Company is required to apply Ind AS starting from financial year beginning on or after 01st April 2017.

The Company has prepared its first Financial Statements in accordance with Ind AS for the year ended 31st March, 2018. For periods up to and including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with Indian GAAP, including Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). The effective date for Company's Ind AS Opening Balance Sheet is 01st April, 2016 (the date of transition to Ind AS).

The accounting policies set out in have been applied in preparing the financial statements for the year ended 31st March, 2018, the comparative information presented in these financial statements for the year ended 31st March, 2017 and in the preparation of an opening Ind AS Balance Sheet at 01st April, 2016 (the Company's date of transition). According to Ind AS 101, the first Ind AS Financial Statements must use recognition and measurement principles that are based on standards and interpretations that are effective at 31st March, 2018, the date of first-time preparation of Financial Statements according to Ind AS. These accounting principles and measurement principles must be applied retrospectively to the date of transition to Ind AS and for all periods presented within the first Ind AS Financial Statements.

Any resulting differences between carrying amounts of assets and liabilities according to Ind AS 101 as of 01st April, 2016 compared with those presented in the Indian GAAP Balance Sheet as of 31st March, 2016, were recognized in Other Equity under Fair Value Through Other Comprehensive Income (FVTOCI) Reserves within the Ind AS Balance Sheet.

An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following notes and reconciliations.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

a. Expected to be realized or intended to be sold or consumed in normal operating cycle

b. Held primarily for the purpose of trading

c. Expected to be realized within twelve months after the reporting period, or

d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

a. It is expected to be settled in normal operating cycle

b. It is held primarily for the purpose of trading

c. It is due to be settled within twelve months after the reporting period, or

d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

I. Exemptions and exceptions availed:

(A) Deemed cost:

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their Indian GAAP carrying values except for a Land at a fair value as certified by a Government Registered Valuer.

(B) Leases:

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The Company has elected to apply this exemption for such contracts/arrangements.

(C) Designation of previously recognised financial instruments:

Ind AS 101 permits a first-time adopter to measure its investments in subsidiaries at deemed cost, which should be either: (i) fair value at the entity's date of transition to Ind ASs in its separate financial statements; or (ii) previous GAAP carrying amount at that date. The Company has elected to measure in its separate financial statements all of its investments in subsidiaries at their previous GAAP carrying amount on the date of transition.

(D) Estimates:

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP [after adjustments to reflect any difference in accounting policies], unless there is objective evidence that those estimates were in error. Ind AS estimates as at 01st April, 2016 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for Investment in equity instruments carried at FVPL or FVOCI items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP.

(E) Classification and measurement of financial assets:

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

3. SIGNIFICANT ACCOUNTING POLICIES

i. Statement of compliance :

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Indian Accounting Standard ("Ind AS") as per the Companies (Accounting Standards) Rules, 2015 notified under section 133 of the companies Act, 2013 ('the act') read with rule 3 of the Companies (India Accounting Standards) Rules, 2015 and the Companies (India Accounting Standards) Amendments Rules, 2016, guidelines issued by the Securities and Exchange Board of India ('SEBI') and other relevant provisions of the Companies Act, 2013.

Accounting Policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements are presented in Indian Rupees ("INR") which is also the Company's functional currency. All amounts have been reported in Indian Rupees in lacs except for share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

ii. Basis for preparation of financial statements :

These financial statements have been prepared on the historical cost basis except Land which have been measured at fair value.

iii. Use of Estimates:

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of incomes and expenses during the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Difference between the actual results and estimates are recognised in the period in which the results are known or materialize.

In the assessment of the Company, the most significant effects of use of judgments and / or estimates on the amounts recognised in the financial statements relate to the following areas:

- Useful Lives of property, plant & equipments,
- Valuation of inventories,
- Measurement of recoverable amounts of assets / cash-generated units,
- Assets and obligations relating to employee benefits,
- Evaluation of recoverability of deferred tax assets, and
- Provisions and contingencies.

iv. Property; Plant & Equipments:

a) Property; Plant & Equipments are stated at cost of construction or acquisition less accumulated depreciation / amortization and net of impairment except for land which have been measured at fair value.

b) Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure relating to the property, plant & equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

c) An item of property, Plant & Equipment and intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the Asset. Any gain or loss arising on the disposal or retirement of an item of property, plant & equipment and intangible assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

v. Capital work-in-progress

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

vi. Depreciation

Depreciation is calculated on cost of items of Plant and machinery forming part of property, plan and equipment less their estimated residual values over their estimated useful lives using the straight-line method.

vii. Financial Instruments :

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

a. Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Company settle commits to purchase or sell the asset.

b. Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

i. Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows

- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

ii. Debt instruments at fair value through other comprehensive income [FVTOCI]:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets

- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income [OCI]. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

iv. Equity instruments measured at fair value through other comprehensive income [FVTOCI]:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c. Derecognition:

A financial asset is primarily derecognized when:

i. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

ii. the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

d. Impairment of financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance

b. Trade receivables or any contractual right to receive cash

c. Financial assets that are debt instruments and are measured as at FVTOCI

d. Lease receivables under Ind AS 17

e. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point c and d provided above. The application of simplified approach requires the Company to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance [or reversal] recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

a. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

b. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

B. Financial liabilities:

a. Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b. Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

i. Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

ii. Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

iii. Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

c. Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

C. Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses [including impairment gains or losses] or interest.

D. Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously

viii. Impairment of Assets:

(a) Financial Assets :

At each balance sheet date, the Company assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

(b) Non-financial Assets :

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent. When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, such that the increase in the carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

ix. Valuation of Inventories:

a) Inventory comprises stock of food and beverages and stores and spares and is carried at lower of cost and net realizable value.

b) Inventory of Cutlery, crockery, linen & uniform are amortised over the period of forty eight months except in case of obsolesces and other losses, wherever considered necessary.

x. Cash and Cash Equivalents

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

xi. Revenue Recognition:

a) Revenue is measured at the fair value of the consideration received or receivable. Revenue comprises sale of rooms, food and beverages and allied services relating to hotel operations, including management fees for the management of the hotels.

b) Revenue from sale of goods or rendering of services is net of indirect taxes, returns and discounts.

c) Management fees earned from hotels managed by the Company are usually under long-term contracts with the hotel owner and are recognised when earned in accordance with the terms of the contract when collectability is certain.

d) Revenue from windmill energy generation is accounted for on the basis of units generated against consumption at the Hotel, taking into consideration the energy charges and fuel charges charged by Torrent Power Ltd according to PPA agreement with them.

e) Interest Income is accrued on a time proportion basis using the effective interest rate method.

xii. Foreign Currency Transactions:

Transactions in Foreign Currencies are recorded at the exchange rate prevailing on the date of transaction.

xiii. Borrowing Cost:

a) Borrowing cost is recognized as expense in the period in which these are incurred.

b) Interest and other borrowing cost on specific borrowings, attributable to qualifying assets are capitalized.

c) Foreign Exchange difference arising on repayment of foreign exchange term loan has been adjusted to interest cost.

xiv. Lease :

Finance Lease:

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognized for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Operating lease

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating lease. Operating lease payments are recognized as an expense on a straight line basis over the lease term unless the payments are structured to increase in line with the expected general inflation so as to compensate for the lessor's expected inflationary cost increases.

xv. Tax expense

Tax expense comprises of current tax and deferred tax.

a) Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively. Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction are not recognized. Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to do the same.

xvi. Employee Benefits:

(a) Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year for which the related service is rendered.

(b) Defined Contribution Plan: Monthly contribution to the provident fund which is under defined contribution schemes are charged to Statement of Profit & Loss.

(c) Defined Benefit Plans: Gratuities to employees are provided for their actuarial valuation using the projected unit credit method. Actuarial gain and losses net of deferred taxes arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income in the period in which they arise. Any short falls in case of premature resignation or termination to the extent not reimbursed by LIC is being absorbed in the year of payment.

(d) Provision for leave salary has been made as per actuarial valuation.

xvii. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

xviii. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

4 - PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Freehold land	Buildings	Furniture, Fixtures and Furnishing	Plant and Equipments	Office Equipment	Computers	Vehicles	Total	Capital Work-In progress
Cost:									
As at 01st April, 2016	4,122.03	12,539.06	10,169.03	4,798.06	300.01	158.77	398.02	32,484.98	
Additions (*)	949.32	-	19.31	9.87	10.94	2.44	3.07	994.96	
Disposals / transfers	-	-	-	-	-	-	32.34	32.34	
As at 31st March, 2017	**5,071.35**	**12,539.06**	**10,188.34**	**4,807.93**	**310.95**	**161.21**	**368.75**	**33,447.60**	**-**
Additions	-	4.25	25.75	16.66	9.56	2.83	204.98	264.02	
Disposals / transfers	324.73	10,482.58	8,309.11	2,907.49	219.53	70.60	110.53	22,424.57	
As at 31st March, 2018	**4,746.63**	**2,060.73**	**1,904.98**	**1,917.11**	**100.98**	**93.44**	**463.20**	**11,287.05**	**-**
Accumulated depreciation:									
As at 01st April, 2016	**-**	**1,898.07**	**5,112.09**	**1,671.30**	**264.47**	**143.16**	**246.70**	**9,335.79**	**-**
Depreciation charged during the year		183.69	1,379.00	328.87	7.89	4.96	41.22	1,945.63	-
Disposals / transfers	-	-	-	-	-	-	27.04	27.04	-
As at 31st March, 2017	**-**	**2,081.76**	**6,491.09**	**2,000.18**	**272.35**	**148.11**	**260.87**	**11,254.37**	**-**
Depreciation charged during the year	-	45.87	260.65	136.31	5.55	3.25	42.15	493.78	-
Disposals / transfers	-	1,586.67	5,296.26	1,047.49	196.50	64.42	70.45	8,261.79	-
As at 31st March, 2018	**-**	**540.96**	**1,455.48**	**1,088.99**	**81.40**	**86.94**	**232.58**	**3,486.36**	**-**
Net book value									
As at 01st April, 2016	**4,122.03**	**10,641.00**	**5,056.93**	**3,126.76**	**35.54**	**15.62**	**151.32**	**23,149.19**	**-**
As at 31st March, 2017	**5,071.35**	**10,457.30**	**3,697.25**	**2,807.76**	**38.60**	**13.10**	**107.87**	**22,193.23**	**-**
As at 31st March, 2018	**4,746.63**	**1,519.77**	**449.50**	**828.12**	**19.58**	**6.49**	**230.62**	**7,800.69**	**-**

(*) Addition to Fixed Assets include revaluation of Freehold Land amounting to ₹ 949.33 Lakhs (PY ₹ 3441.70 Lakhs)

5 - NON - CURRENT FINANCIAL ASSETS - INVESTMENTS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Unquoted investments:			
Investment in equity instruments-valued at cost			
Investments in subsidiaries - Unquoted			
31,800 (P.Y. 31800) equity shares of Lovkush Properties Private Limited FV of ₹ 10/- each	**500.00**	500.00	500.00
Investments in others - Unquoted			
100 (P.Y.100) Fully Paid Equity Shares of Sheetal Ispat Pvt. Ltd.	**0.01**	0.01	0.01
Less: provision for impairment on the value of investment	-	-	-
	500.01	**500.01**	**500.01**

6 - NON - CURRENT FINANCIAL ASSETS - OTHERS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Security deposits (Unsecured, considered good)	**353.35**	501.70	542.90
Bank deposits with original maturity greater than 12 months*	**479.26**	177.87	205.83
	832.61	679.57	748.73

*Includes as margin money deposit against counter guarantees issued by the bank.

7 - TAXATION - DEFERRED TAX	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Deferred Tax Liabilities			
On Fiscal allowances of Fixed Assets	**36.82**	1,365.62	1,493.67
	36.82	**1,365.62**	**1,493.67**

8 - NON - CURRENT ASSETS - OTHERS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Deferred Revenue Expenditure	-	**296.09**	**679.90**
	-	**296.09**	**679.90**

9 - INVENTORIES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
(valued at lower of cost and net realizable value)			
Raw Material - F&B	**1,425.40**	1,422.59	1,401.26
Crockery, cutlery, silverware, utensils, linen, uniform etc.	**818.31**	1,559.86	1,608.49
	2,243.71	**2,982.45**	**3,009.75**

- As per inventory taken and valued by the Management.

10 - TRADE RECEIVABLES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Unsecured, Considered good	**4,619.26**	3,892.52	2,543.68
Considered doubtful	-	-	-
	4,619.26	**3,892.52**	**2,543.68**

11 - CASH AND CASH EQUIVALENTS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Balances with banks			
In current accounts	**76.96**	57.18	131.70
Cash in hand	**485.03**	551.64	185.74
	561.99	**608.82**	**317.44**

12 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Other balances			
Earmarked balances with banks for:			
Unpaid dividends #	**0.28**	0.65	0.65
	0.28	**0.65**	**0.65**

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31-03-2018 and includes excess deposit due to rounding-off of dividend payable on fractional shares

13 - CURRENT FINANCIAL ASSETS - LOANS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Unsecured, considered good, unless otherwise stated			
Other Advances	4,302.17	2,162.15	2,285.68
	4,302.17	**2,162.15**	**2,285.68**

14 - CURRENT ASSETS - OTHERS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Unsecured, considered good, unless otherwise stated			
Others			
Prepaid expenses	3.36	1.55	-
Balance with statutory authorities	6.80	2.42	-
Others*	3,352.63	3,180.05	2,794.40
	3,362.78	**3,184.02**	**2,794.40**

*Includes advances to creditors, employees and prepaid exp.

15 - SHARE CAPITAL	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Authorised:			
50,00,000 Equity Shares of ₹ 10 each	5,000.00	5,000.00	5,000.00
Issued, Subscribed and paid-up:			
29,28,640 Equity Shares of ₹ 10 each fully paid up	**2,928.64**	**2,928.64**	**2,928.64**

Reconcilliation of Shares

Particulars	As at 31st March,2018		As at 31st March,2017		As at 01st April, 2016	
	Number	₹ in Lakhs	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares Outstanding at the Beginning of the Year	**2,92,86,400**	**2,928.64**	2,92,86,400	2,928.64	2,92,86,400	2,928.64
Addition/(Deletion) During the Year	-	-	-	-	-	-
Shares Outstanding at the End of the Year	**2,92,86,400**	**2,928.64**	2,92,86,400	2,928.64	2,92,86,400	2,928.64

Details of Shareholders Holding more than 5% Shares

Name of Shareholder	As at 31st March,2018		As at 31st March,2017		As at 01st April, 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Narendra Gurmukhdas Somani	**62,06,815**	**21.19**	62,06,815	21.19	62,06,815	21.19
Rajshah Enterprise Pvt.Ltd.	-	-	-	-	25,28,644	8.63
Sanjay Agarwal	**25,00,000**	**8.54**	25,00,000	8.54	25,00,000	8.54
Shri Ram Credit Company Ltd.	**20,00,000**	**6.83**	20,00,000	6.83	20,00,000	6.83

Rights & Terms of Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-, each holder of equity shares is entitled to one vote per share.

16 - OTHER EQUITY	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Securities Premium			
Opening balance	**7,278.63**	7,278.63	7,278.63
Additions during the financial year	-	-	-
Deductions during the financial year	-	-	-
Closing balance	**7,278.63**	7,278.63	7,278.63
General Reserve			
Opening balance	**620.22**	620.22	620.22
Additions during the financial year	-	-	-
Closing balance	**620.22**	620.22	620.22
Surplus in Statement of Profit and Loss			
Opening balance	**430.40**	1,091.93	2,641.45
Profit / (loss) during the year	**54.27**	(661.53)	(1,524.02)
Adjusted to profit / (loss) on account of Ind AS			
- Net effect of Ind AS opening adjustment			
- FVOCI reserve - Re-measurement gains / (losses) on employee benefits	-	-	(25.49)
Closing balance	**484.66**	430.40	1,091.94
Fair Value through Other Comprehensive Income [FVTOCI] Reserve	**4,417.08**	**3,467.20**	**-**
Opening balance			
Adjusted from general reserve on transition to Ind AS	-	949.33	3,441.70
Additional depreciation on account of re-valuation			
Adjusted from surplus in statement of profit and loss	**29.65**	0.56	25.49
- Re-measurement gains / (losses) on employee benefits			
Deductions during the financial year			
Closing balance	**4,446.72**	4,417.08	3,467.19
Total of other equity	**12,830.24**	**12,746.33**	**12,457.98**

17 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Secured Term Loans			
Term Loans			
Loan from Banks			
-State Bank of India	-	2,169.00	2,599.00
-ICICI Bank	-	1,750.57	2,562.50
Loan from Financial Institution	-	1,650.00	2,100.00
	-	5,569.57	7,261.50
Vehicle Loans*	**106.90**	-	-
From Others			
Inter Corporate Deposits	**365.51**	-	193.00
	472.41	**5,569.57**	**7,454.50**

*Vehicle Loans are secured against hypothecation of vehicles. Terms of vehicle Loans outstanding as at 31st March, 2018 are here under.

Particulars	Yes Bank	Yes Bank	Yes Bank	Volksvagon Finance Pvt Ltd	Yes Bank
Amount borrowed (₹ In Lakhs)	44.48	16.00	11.98	64.00	20.00
Repayment Tenure	60 Months	48 Months	48 Months	36 Months	60 Months
Rate of Interest	9.00%	8.50%	8.50%	9.14%	8.50%
First Date of Installment	15-09-2018	15-07-2018	15-08-2018	03-12-2018	15-09-2018
Frequency of EMI	Monthly	Monthly	Monthly	Monthly	Monthly

18 - NON - CURRENT PROVISIONS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Provision for employee benefit			
Gratuity	116.05	93.95	65.48
Leave Encashment	38.93	62.06	79.61
	154.98	**156.01**	**145.09**

19 - CURRENT FINANCIAL LIABILITIES - BORROWINGS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Secured			
From Banks			
Working Capital Loan			
- Indian Overseas Bank (Secured)	707.75	816.71	801.51
- ICICI Bank (Secured)	-	997.96	1,007.82
	707.75	**1,814.67**	**1,809.33**

Working Capital facility from Indian Overseas Bank is secured against Factory Land and Building Located at Changodar, Corporate Gurantee of TGB Foods Private Limited a sister concern of ours and Personal Guarantee of Promoter Directors having Rate of Interest at 13.65%.

20 - CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES**	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Due to micro and small enterprises	-	-	-
Due to other than micro and small enterprises	2,364.73	2,366.46	1,926.93
	2,364.73	**2,366.46**	**1,926.93**

**The Company had not received any intimation from suppliers regarding their status under the Mirco, small & Medium Enterprise Act, 2006 and hence disclosures, if any relating to amounts unpaid as the year end together with interest paid of payable as required under said act, have not been given.

21 - CURRENT - OTHER FINANCIAL LIABILITIES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Security deposits			
Interest accrued but not due on borrowings	-	95.88	122.69
Interest accrued and due on borrowing			-
Payables for capital goods	-	33.63	431.14
Unpaid/unclaimed dividend	0.28	0.65	0.65
Current Maturities of Long-term Debt	-	2,869.59	1,841.66
Current Maturities of Vehicle Loan	37.32	-	12.56
	37.60	**2,999.74**	**2,408.70**

22 - OTHER CURRENT LIABILITIES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Advance from customers	6.66	1,117.03	730.21
Other liabilities	4,851.98	5,220.97	4,341.38
	4,858.64	**6,338.00**	**5,071.58**

23- SHORT TERM PROVISIONS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Provision for employee benefit			
Gratuity	9.51	20.55	21.97
Leave Encashment	4.87	17.55	3.45
	14.38	**38.10**	**25.42**

24 - REVENUE FROM OPERATIONS	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
ROOMS, FOOD, BEVERAGES AND OTHER SERVICES		
Sale of Services	**11,553.70**	13,411.78
Others*	**320.05**	274.46
	11,873.75	13,686.24

*Includes related to generation of electricity from wind mill.

25 - OTHER INCOME	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Interest Received/Receivable		
From banks	**16.88**	7.49
From others	-	7.19
Excess provisions / credit balances no longer required	**411.30**	-
Miscellaneous income	**20.71**	265.29
	448.88	**279.97**

26 - CONSUMPTION OF PROVISIONS, BEVERAGES, SMOKES & OTHERS	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Raw material-F&B		
Opening Stock	**1,422.59**	1,401.26
Add : Purchases	**3,745.71**	3,983.95
Total	**5,168.30**	5,385.21
Less : Closing Stock	**1,425.40**	1,422.59
	3,742.90	3,962.62

27 - EMPLOYEE BENEFITS EXPENSES	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Salaries and wages	**2,576.98**	1,980.52
Contribution to provident and other funds	**102.44**	88.27
Staff welfare expense	**102.91**	20.76
Directors Remuneration	**96.00**	96.00
Leave salary	**(25.25)**	26.33
Gratuity	**51.97**	33.12
	2,905.04	2,245.00

28 - FINANCE COSTS	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Interest expenses	**293.00**	1,134.56
Other borrowing costs (including bank charges)	26.08	435.37
	319.08	**1,569.93**

29 - OTHER EXPENSES	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
OPERATING, ADMINISTRATION AND GENERAL EXPENSES		
Power, fuel and light (net)	**946.22**	918.12
Repairs, maintenance and refurbishing *	**278.54**	265.63
Rent	**2,283.07**	556.18
Rates and taxes	**243.51**	636.51
Insurance	**31.02**	11.36
Legal and professional charges	**104.15**	134.24
Auditors' Remuneration**	**3.00**	3.00
Stationery and printing	**40.82**	46.14
Travelling and conveyance	**107.20**	81.23
Communication (including telephones for guests)	**31.46**	29.84
Advertisement, publicity and business promotion	**133.36**	97.83
Corporate Social Responsibility (Refer Note 36)	**9.90**	7.90
Asset Discard	**518.88**	160.07
Bank Charges	**23.32**	5.19

Decoration Expenses	**171.47**	277.50
House Keeping Expenses	**41.15**	39.60
Sitting Fees	**0.70**	0.60
Forfeiture of Security Deposits	**508.47**	-
Miscellaneous Expenses	**632.98**	300.56
Deferred Revenue Expenses Written off	**29.42**	123.96
Security Expenses	**100.39**	64.13
Vehicle Running Expenses	**64.98**	88.08
Business Support Services	**266.67**	266.67
Hire Charges	**78.93**	87.51
Cleaning and Laundry Expenses	**198.95**	235.32
Upkeep Charges	**657.95**	595.46
	7,506.51	5,032.61
*** Repairs, maintenance and refurbishing includes:**		
Repairs to buildings	**56.56**	55.84
Repairs to machinery	**136.36**	84.55
Others	**85.62**	125.25
****Payments to the auditors for**		
(Excluding GST/service tax)		
-statutory audit	**3.00**	3.00
-tax audit fee	**0.50**	0.50
-Other Certification fees	**0.15**	0.15
	3.65	3.65

30 - EXCEPTIONAL ITEMS	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Profit on Sale of Assets	**1,370.14**	-
	1,370.14	-

31 - EARNINGS PER EQUITY SHARE	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Profit/(loss) available for equity shareholders	**83.91**	(660.97)
Weighted average numbers of equity shares outstanding	**2,92,86,400**	2,92,86,400
Nominal value per equity share (in Rupees)	10.00	10.00
Earnings /(loss) Per Equity Share- Basic and Diluted (in Rupees)	**0.29**	(2.26)

ADDITONAL OTHER INFORMATIONS

32 - CONTINGENT LIABILITIES AND COMMITMENTS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
CONTINGENT LIABILITIES		
(a) Income tax demand / liabilities not provided for	**726.94**	1,647.28
(b) Value Added tax demand not provided for	**421.26**	-

Notes:

It is not practicable to estimate the timing of cash outflows, if any, in respect of matters stated above, pending resolution of the proceedings.

33 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 17 LEASES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
OPERATING LEASE COMMITMENS		
(a) Future minimum lease amounts payable by the Company in respect of non-cancellable operating leases (other than land) for other services (including rented premises) entered into by the Company :		
Not later than one year	**31.89**	1,823.90
Later than one year and not later than five years	**25.34**	57.23
More than five years	-	-

34 - SEGMENT REPORTING

The Companies Business falls under single reportable segment under Indian Accounting Standard.

35 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS

The Company has classified the various benefits provided to employees as under:-

(a) Defined contribution plans

Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- Current Year ₹ 64.40 Lakhs (Previous Year ₹ 62.21 Lakhs)

(b) Defined benefit plans

Gratuity & Compensated absences - Earned leave

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions-

Economic Assumptions

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

Discount Rate

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.87% p.a. (Previous Year 7.66% p.a.) compound has been used.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:

Particulars	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2018	As at 31-03-2017	As at 31-03-2018	As at 31-03-2017
Discount rate(per annum)	7.87%	7.66%	7.87%	7.66%
Future salary increase	5.00%	5.00%	5%	5.00%
Expected rate of return on plan assets	7.87%	7.66%	7.87%	7.66%
Mortality Rates	Indian Assured Lives Mortality (2006-08) Ultimate			
Retirement age	58	58	58	58
Attrition Rate	2%	2%	2%	2%

Particulars	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
Change in present value of the defined benefit obligation during the year				
Present value of obligation as at the beginning of the year	116.50	94.62	79.61	83.06
Interest Cost		9.33	7.58	
Current Service Cost	31.98	22.11	(30.96)	17.55
Benefits Paid	(0.45)	(7.14)	(4.85)	(21.00)
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	14.59	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.26)	(9.60)	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(26.40)	(5.65)	-	-
Present value of obligation as at the end of the year	127.71	116.50	43.80	79.61
Change in fair value of plan assets during the year				
Fair Value of plan assets at the beginning of the year	2.00	7.17	-	-
Interest Income	0.16	0.57	-	-

Contributions by the employer		1.50	-	-
Benefits paid		(7.14)	-	-
Return on plan assets		(0.01)	(0.10)	- -
Fair Value of plan assets at the end of the year		2.15	2.00	- -
Net Asset/ (Liability) recorded in the Balance Sheet				
Present value of obligation as at the end of the year	(127.71)	(116.50)	(43.80)	(79.61)
Fair Value of plan assets at the end of the year	2.15	2.00	-	-
Net Asset/ (Liability)-Current	(9.51)	(20.55)	(4.87)	(17.55)
Net Asset/ (Liability)-Non-Current	(116.05)	(93.95)	(38.93)	(62.06)
Expenses recorded in the Statement of Profit & Loss during the year				
Interest Cost	9.17	7.00	-	-
Current Service Cost	31.98	22.11	(30.96)	22.11
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	14.59	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.26)	(5.65)	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(26.40)	(5.65)	-	-
Total expenses included in employee benefit expenses	11.50	32.41	(30.96)	22.11
Recognized in Other Comprehensive Income during the year				
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	14.59	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.26)	(9.60)	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(26.40)	(5.65)	-	-
Recognized in Other Comprehensive Income	(0.01)	0.10	-	-
Maturity profile of defined benefit obligation				
Within 12 months of the reporting period	3.43	3.44	-	-
Between 2 and 5 years	17.42	16.41	-	-
Between 6 and 10 years	40.78	42.43	-	-
Quantitative sensitivity analysis for significant assumption is as below:				
Increase/ (decrease) on present value of defined benefit obligation				
at the end of the year				
Delta Effect of +1% Change in Rate of Discounting	(13.92)	(13.46)	-	-
Delta Effect of -1% Change in Rate of Discounting	16.76	16.16	-	-
Delta Effect of +1% Change in Rate of Salary Increase	17.09	16.44	-	-
Delta Effect of -1% Change in Rate of Salary Increase	(14.39)	(13.89)	-	-
Delta Effect of +1% Change in Rate of Employee Turnover	3.69	3.51	-	-
Delta Effect of -1% Change in Rate of Employee Turnover	(4.44)	(4.15)	-	-

Expected contribution to the defined benefit plan for the next reporting period

Particulars	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	116.05	93.95
Expected contribution to the defined benefit plan for the next reporting period (Compensated Absences Earned Leave)	38.93	62.06

36 - CORPORATE SOCIAL RESPONISIBILITY

Pursuant to the provisions of section 135(5) of the Companies Act, 2013 (the Act), the Company has formed its Corporate Social Responsibility (CSR) Committee. As per the relevant provisions of the Act read with Rule 2(1)(f) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to spend at least 2% of the average net profits (determined under section 198 of the Companies Act 2013 and section 349 of the Companies Act 1956) made during the immediately three financial years, But due to inadequacy of profits as per Section 198 of the Companies Act, 2013, the Company is not required to spend any amount on CSR activities for Financial Year 2017-18. However, company have made a contribution of ₹ 9.90 Lakhs (PY ₹ 8.17 Lakhs) towards the CSR Activities.

37 - EARNINGS AND EXPENDITURE IN FOREIGN CURRENCY

Particulars	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
(c) Earning in foreign currency		
Revenue from operations (As reported by the management of the Company)	193.78	15.81

38 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24

(a) Related Parties

• Subsidiaries	Lov Kush Properties Private Limited
• Key Management Personnel	Narendra Somani
	Hemant Somani
	Devanand Somani
• Relative of Key Management Personnel	Sunita Somani
• Entities controlled by Directors or their relatives (with whom transactions entered into during the financial year)	TGB Foods Private Limited
	TGB Bakers & Confectionaries Private Limited
	Bhagwati Sales Corporation

(b) Transactions with related parties:

Particulars	Subsidiaries		Key Management Personnel and their relatives		Entities controlled by Directors or their relatives		Total	
	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Room, Food, Beverages and other services	-	-	-	36.83	350.73	211.76	350.73	248.59
Remuneration	-	-	96.00	96.00			96.00	96.00
Commercial Transaction	3,876.26	-	7.50	-	159.78	97.39	4,043.54	97.39

Balance Outstanding

Particulars	Payable		Receivable	
	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
ubsidiaries	-	-	1,834.69	-
Key Management Personnel and their relatives	55.89	47.08	-	4.32
Entities controlled by Directors or their relatives	13.21	8.23	1,085.59	365.94

Note:

(i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.

(ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective notes.

(c) Disclosure in respect of related party-wise transactions

Particulars	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Purchase of F & B		
TGB Bakers & Confectionaries Private Limited	350.73	211.76
Bhagwati Sales Corporation	-	36.83
Remuneration		
Narendra G. Somani	48.00	48.00
Devanand G. Somani	24.00	24.00

Hemant G. Somani	24.00	24.00
Commercial Transactions enterd		
Lov kush Properties Private Limited - share of consideration	2,612.50	-
Lov kush Properties Private Limited - Advance for Property	1,263.76	-
TGB Bakers & Confectionaries Private Limited Advance for F& B Purchase	164.76	97.39
TGB Foods Private Limited - Advance from Customer	4.98	
Sunita Somani-Advances given	7.50	

Balance Outstanding

Particulars	Payable As at 31-03-2018 (₹ In Lakhs)	Payable As at 31-03-2017 (₹ In Lakhs)	Receivable As at 31-03-2018 (₹ In Lakhs)	Receivable As at 31-03-2017 (₹ In Lakhs)
Lov kush Properties Private Limited- Debtors	-	-	570.93	-
Lov kush Properties Private Limited- Advance	-	-	1,263.76	-
TGB Bakers & Confectionaries Private Limited	-	-	1,059.54	1,183.89
TGB Foods Private Limited	13.21	8.23	-	-
Narendra Somani	0.13	-	-	-
Devanand Somani	53.67	34.01	-	4.32
Hemant Somani	0.50	3.48	-	-
Bhagwati Sales Corporation	-	-	46.97	18.01
Sunita Somani	1.59	9.09	-	-

39. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
The following methods and assumptions were used to estimate the fair values:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.
   The Company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:
   Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.
   Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.
   Level 3 : Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at April 01, 2016

Particulars	Carrying amount As at 01-04-2016	Fair value Level 1	Fair value Level 2	Fair value Level 3
Financial assets at amortised cost:				
Investments (Non-Current)	500.01	-	-	-
Bank Deposits (Non-Current)	205.83	-	-	-
Other Non-Current Financial Assets	542.90	-	-	-
Trade Receivables	2,543.68	-	-	-
Cash and Cash Equivalents	317.43	-	-	-
Bank Balances Other than Cash and Cash Equivalents	0.65	-	-	-
Security Deposits (Non-Current)	-	-	-	-
Other Current Financial Assets	2,794.40	-	-	-
TOTAL	**6,904.91**	**-**	**-**	**-**
Financial assets at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**
Financial liabilities at amortised cost:				
Borrowings (Non-Current)	472.41	-	-	-
Borrowings (Current)	4,218.03	-	-	-

Trade Payables	1,926.93	-	-	-
Security Deposits (Current)	-	-	-	-
Other financial liabilities (Current)	-	-	-	-
TOTAL	**6,617.37**	**-**	**-**	**-**
Financial liabilities at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**

II. Figures as at 31st March, 2017

Particulars	Carrying amount	Fair value		
	As at 01-04-2017	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (Non-Current)	500.01	-	-	-
Bank Deposits (Non-Current)	177.87	-	-	-
Other Non-Current Financial Assets	501.70	-	-	-
Trade Receivables	3,892.51	-	-	-
Cash and Cash Equivalents	608.82	-	-	-
Bank Balances Other than Cash and Cash Equivalents	0.65	-	-	-
Security Deposits (Current)	-	-	-	-
Other Current Financial Assets	-	-	-	-
TOTAL	**5,681.57**	**-**	**-**	**-**
Financial assets at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**
Financial liabilities at amortised cost:				
Borrowings (Non-Current) * Level 3 Includes deferment of loan charges on pro-rata basis during the tenure of loan	5,569.57	-	-	-
Borrowings (Current)	4,814.41	-	-	-
Trade Payables	2,366.46	-	-	-
Security Deposits (Current)	-	-	-	-
Other financial liabilities (Current)	-	-	-	-
TOTAL	**12,750.45**	**-**	**-**	**-**
Financial liabilities at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**

III. Figures as at 31st March, 2018

Particulars	Carrying amount	Fair value		
	As at 31-03-2018	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (Non-Current)	**500.01**	-	-	-
Bank Deposits (Non-Current)	**479.26**	-	-	-
Other Non-Current Financial Assets	**353.35**	-	-	-
Trade Receivables	**4,619.26**	-	-	-
Cash and Cash Equivalents	**561.99**	-	-	-
Bank Balances Other than Cash and Cash Equivalents	**0.28**	-	-	-
Security Deposits (Current)	-	-	-	-
Other Current Financial Assets	-	-	-	-
TOTAL	**6,514.15**	**-**	**-**	**-**
Financial assets at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**
Financial liabilities at amortised cost:				
Borrowings (Non-Current) * Includes deferment of loan charges on pro-rata basis during the tenure of loan	**472.41**	-	-	-
Borrowings (Current)	**745.36**	-	-	-
Trade Payables	**2,364.73**	-	-	-
Security Deposits (Current)	-	-	-	-
Other financial liabilities (Current)	-	-	-	-
TOTAL	**3,582.49**	**-**	**-**	**-**

Financial liabilities at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**

During the reporting period ending 31st March, 2018 and 31st March, 2017, there were no transfers between Level 1 and Level 2 fair value measurements.

IV. Description of significant unobservable inputs to valuation:

The following table shows the valuation techniques and inputs used for the financial instruments

Particulars	As at 31-03-18	As at 31-03-17	As at 1-04-2016
Other Non-Current Financial Assets Borrowings (Non-Current)	Discounted Cash Flow method using the risk adjusted discount rate		

No, financial instruments have been routed through Other Comprehensive Income and hence separate reconciliation disclosure relating to the same is not applicable.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in it total portfolio.

The Company is not exposed to significant interest rate risk as at the specified reporting date.

Refer Note 19 for interest rate profile of the Company's interest-bearing financial instrument at the reporting date.

Foreign currency risk

The Company operates locally, however, the nature of its operations requires it to transact in in several currencies and consequently the Company is exposed to foreign exchange risk in various foreign currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies.

Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the Company compares the risk of a default occurring an the asset at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

(i)Actual or expected significant adverse changes in business,

(ii)Actual or expected significant changes in the operating results of the counterparty.

(iii)Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to mere its obligation,

(iv)Significant increase in credit risk on other financial instruments of the same counterparty.

(v)Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

(₹ In Lakhs)

Particulars	As at 31-03-2018	As at 31-03-2017
Non-current financial assets - Loans		-
Current financial assets - loans	4,302.17	2,162.15
Total (A)	**4,302.17**	**2,162.15**

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

(₹ In Lakhs)

Particulars	As at 31-03-2018	As at 31-03-2017
Trade Receivables	4,619.26	3,892.51
Total (A)	**4,619.26**	**3,892.51**

Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

III. Provision for expected credit losses again II above

The Company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

Liquidity Risk

Liquidity Risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	As at 31-03-2018			As at 31-03-2017		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Non-current financial liabilities - Borrowings	-	472.41	472.41	-	5,569.57	5,569.57
Non-current financial liabilities - Others	-	-	-	-	-	-
Current financial liabilities - Borrowings	707.75	-	707.75	1,814.67	-	1,814.67
Current financial liabilities - Trade Payables	2,364.73	-	2,364.73	2,366.46	-	2,366.46
Current financial liabilities - Others	37.60	-	37.60	2,999.74	-	2,999.74
Total	**3,110.08**	**472.41**	**3,582.49**	**7,180.87**	**5,569.57**	**12,750.45**

Capital management

For the purposes of the Company’s capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company’s Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The Company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	As at 31-03-2018	As at 31-03-2017
Total Debt	472.41	5,569.57
Equity	2,928.64	2,928.64
Capital and net debt	**3,401.05**	**8,498.21**
Gearing ratio	**16.13%**	**190.18%**

Due to repayment of all Term Loans, There is a positive change in gearing ratio.

No changes were made in objectives / policies / processes for managing capital during the year ended 31st March, 2018 & 31st March, 2017.

41. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS

Summary of reconciliation of net profit between previous Indian GAAP and Ind AS

Particulars	₹ In lakhs As at 31-03-2017
Net profit under previous GAAP	**(660.97)**
Adjustment as per Ind AS	
On account of unwinding of security deposit balances	-
Actuarial loss on employee defined benefit plan transferred to OCI	(0.56)
On account of valuation of financial liabilities at amortised cost	-
Net profit as per Ind AS	**(661.53)**
Actuarial loss on employee defined benefit plan - through OCI	0.56
Additional depreciation on account of revaluation	-
Total comprehensive income	**(660.97)**

Summary of reconciliation of equity between previous Indian GAAP and Ind AS **₹ In lakhs**

Particulars	As at 31-03-2017	As at 01-04-2016
Equity under previous GAAP	8355.30	9016.27
Adjustment as per Ind AS		
Revaluation of Immovable Property	4,391.03	3,441.71
Amortization of finance charges		
Equity under Ind AS	12,746.33	12457.98

The accompanying notes 1 to 41 are an integral part of the Standalone Financial Statements

As per our Report of even date

For Suresh R. Shah & Associates

Chartered Accountants

Firm Regn. No.: 110691W

Mrugen K. Shah

Partner

Membership No.: 117412

Place : Ahmedabad

Date : 29th May, 2018

For and on behalf of the Board

Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)

Devanand G. Somani - Wholetime Director
(DIN : 00515959)

Hemant G. Somani - Wholetime Director
(DIN : 00515853)

Priyanka K. Gola - Company Secretary

Ashish R. Thakkar - Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

To the Members of TGB Banquets and Hotels Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of TGB BANQUETS AND HOTELS LIMITED ("the Holding Company"), which comprise the Consolidated Balance Sheet as at 31st March, 2018, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated cash flows and Consolidated changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March, 2018, and its consolidated profit, consolidated total comprehensive income, the consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements of the subsidiary. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of the other auditor. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
   d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
   e) On the basis of the written representations received from the directors of the Company and its subsidiary company as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Suresh R Shah & Associates
Chartered Accountants
FRN:110691W

Mrugen K Shah
Partner
M. No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of TGB BANQUETS AND HOTELS LIMITED of even date)

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

We have audited the internal financial controls over financial reporting of **TGB BANQUETS AND HOTELS LIMITED** ("the Holding Company") as of 31st March, 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's and its subsidiary company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Suresh R. Shah & Associates
Chartered Accountants
FRN:110691W

Mrugen K Shah
Partner
M. No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note No.	As at 31-03-2018 ₹ in Lakhs		As at 31-03-2017 ₹ in Lakhs		As at 01-04-2016 ₹ in Lakhs	
NON-CURRENT ASSETS							
(a) Property, Plant and Equipment	4	**7,800.70**		22,205.95		23,161.91	
(b) Capital Work in Progress	4						
(c) Financial Assets							
(i) Investments	5	**0.01**		0.01		0.01	
(iii) Others	6	**832.60**		679.57		748.73	
(d) Other Non-Current Assets	8	**-**		298.01		681.70	
			8,633.31		23,183.54		24,592.35
CURRENT ASSETS							
(a) Inventories	9	**2,243.71**		2,982.44		3,009.76	
(b) Financial Assets							
(i) Trade Receivables	10	**4,048.33**		3,892.51		2,543.68	
(ii) Cash and Cash Equivalents	11	**563.74**		608.92		317.50	
(iii) Bank Balance other than (ii) above	12	**0.28**		0.65		0.65	
(iv) Loans	13	**4,997.80**		2,173.13		2,296.66	
(c) Other Current Assets	14	**3,362.78**		3,184.02		2,794.40	
(d) Other Current Tax Receivable		**210.18**		-			
			15,426.82		12,841.67		10,962.65
TOTAL ASSETS			**24,060.13**		36,025.21		35,555.00
EQUITY AND LIABILITIES							
EQUITY							
(a) Equity Share Capital	15	**2,928.64**		2,928.64		2,928.64	
(b) Other Equity	16	**12,455.70**		12,249.51		11,961.16	
			15,384.34		15,178.15		14,889.80
LIABILITIES							
NON-CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	17	**499.76**		5,580.37		7,465.20	
(b) Provisions	18	**154.98**		156.01		145.09	
(c) Deferred Tax Liabilities (Net)	7	**36.82**		1,365.62		1,493.67	
			691.56		7,102.00		9,103.96
CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	19	**707.75**		1,814.67		1,809.33	
(ii) Trade Payables	20	**2,364.73**		2,366.46		1,926.93	
(iii) Other Financial Liabilities	21	**37.60**		2,999.74		2,408.70	
(b) Other Current Liabilities	22	**4,859.76**		6,349.74		5,083.25	
(c) Provisions	23	**14.39**		38.10		25.42	
(d) Other Current Tax Provision		**-**		176.35		307.61	
			7,984.23		13,745.06		11,561.24
TOTAL EQUITY & LIABILITIES			**24,060.13**		36,025.21		35,555.00
Corporate Information, Basis of Preparation & Significant Accounting Policies	**1-3**						

The accompanying notes 1 to 41 are an integral part of the Consolidated Financial Statements

As per our Report of even date
For Suresh R. Shah & Associates
Chartered Accountants
Firm Regn. No.: 110691W

Mrugen K. Shah
Partner
Membership No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

For and on behalf of the Board

Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)
Devanand G. Somani - Wholetime Director
(DIN : 00515959)
Hemant G. Somani - Wholetime Director
(DIN : 00515853)
Priyanka K. Gola - Company Secretary
Ashish R. Thakkar - Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Note No.	2017-18 ₹ in Lakhs	2017-18 ₹ in Lakhs	2016-17 ₹ in Lakhs	2016-17 ₹ in Lakhs
INCOME					
Revenue from operations	24	11,873.75		13,686.24	
Other income	25	448.89		279.97	
TOTAL INCOME			**12,322.64**		**13,966.21**
EXPENSES					
Consumption of provisions, beverages, smokes and others	26	3,742.90		3,962.62	
Employee benefits expense	27	2,905.04		2,245.00	
Finance Costs	28	319.11		1,569.93	
Depreciation and amortization expenses	4	493.78		1,945.63	
Other expenses	29	7,508.98		5,032.61	
TOTAL EXPENSES			**14,969.81**		**14,755.79**
Profit/(Loss) before exceptional items and tax			**(2,647.17)**		**(789.58)**
Exceptional items (net)	30		1,494.92		-
Profit/(Loss) before tax			**(1,152.25)**		**(789.58)**
Tax items					
Current tax					
Earlier years tax provisions (written back)					
Deferred tax asset / (liability)		1,328.80		128.05	
Total tax items			1,328.80		128.05
Profit/(Loss) for the year			**176.55**		**(661.53)**
Other Comprehensive Income					
Items that will not be re-classified to Profit or Loss					
Re-measurement gains/ (losses) on post employment benefit plans		29.65		0.56	
Additional depreciation on account of revaluation					
Other Comprehensive Income/ (Loss) for the year			**29.65**		**0.56**
Total Comprehensive Income/ (Loss) for the year			**206.20**		**(660.97)**
Net profit / (loss) attributable to:					
Owners			176.55		(661.53)
Non-controlling interest			-		-
Other comprehensive income / (loss) attributable to:					
Owners			29.65		0.56
Non-controlling interest			-		-
Total comprehensive income / (loss) attributable to:					
Owners			206.20		(660.97)
Non-controlling interest			-		-
Earnings Per Equity Share (Basic and Diluted)	**31**		**0.70**		(2.26)
Corporate Information, Basis of Preparation & Significant Accounting Policies	**1-3**				

The accompanying notes 1 to 41 are an integral part of the Consolidated Financial Statements

As per our Report of even date
For Suresh R. Shah & Associates
Chartered Accountants
Firm Regn. No.: 110691W

Mrugen K. Shah
Partner
Membership No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

For and on behalf of the Board
Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)
Devanand G. Somani - Wholetime Director
(DIN : 00515959)
Hemant G. Somani - Wholetime Director
(DIN : 00515853)
Priyanka K. Gola - Company Secretary
Ashish R. Thakkar - Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	2017-18 ₹ in Lakhs	2016-17 ₹ in Lakhs
Cash flow from operating activities		
Profit/ (loss) Before Tax	**(1,152.26)**	**(789.58)**
Adjustments for:		
Depreciation and amortization	493.78	1,945.63
Interest and finance charges	319.11	1,569.93
Interest income	(16.88)	(14.67)
(Gain)/Loss on fixed assets sold/ discarded (net)	(1,494.92)	
Net unrealized (gain)/loss on foreign currency transaction and translation (relating to other heads)		
Bad debts / advances written off		
Provision for bad & doubtful debts/advances (written back)		
Liability no longer required written back	411.30	-
Provision no longer required written back		
Provision for gratuity and leave encashment/ (written back)	26.42	59.45
Others	-	-
Operating Profit before Working Capital Changes	**(1,270.50)**	**2,905.98**
Adjustments for changes in working capital :		
(Increase)/decrease in trade receivables, loans & advances and other assets	(2,712.88)	(1,190.04)
(Increase)/decrease in inventories	738.73	27.32
Increase/(decrease) in trade payables, other liabilities and provisions	(1,924.81)	1,670.71
Cash Generated from Operations	**(5,312.11)**	**3,278.74**
Income taxes paid	(386.53)	(131.26)
Net Cashflow from Operating Activities	**(5,698.64)**	**3,147.50**
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(264.02)	(45.63)
Additions in capital work in progress	-	
Proceeds from sale of fixed assets	15,670.41	5.30
Investments in bank deposits (with original maturity over 3 months)	(301.39)	27.96
Proceeds from bank deposits (with original maturity over 3 months)		
Interest received	16.88	14.67
Net Cashflow from Investing Activities	**15,121.87**	**2.30**
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings		
Receipts		
Payments	(5,080.61)	(1,884.83)
Proceeds from short term borrowings		
Receipts	-	596.39
Payments	(4,069.06)	-
Interest and finance charges	(319.11)	(1,569.93)
Net Cashflow from Financing Activities	**(9,468.78)**	**(2,858.37)**
Net Increase/(Decrease) in Cash and Cash Equivalents	**(45.55)**	**291.41**
Cash and bank balances at the beginning of the year	**609.56**	**318.15**
Cash and bank balances at the end of the year	**564.02**	**609.56**

NOTES:

1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows
2) Figures in bracket indicate cash outflow.
3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR CONSIST OF CASH ON HAND, CHEQUES, DRAFT ON HAND AND BALANCE WITH BANKS AS FOLLOWS:

DETAIL OF CASH AND CASH EQUIVALENTS	As at 31-03-2018 ₹ in Lakhs	As at 31-03-2017 ₹ in Lakhs
Balances with banks		
In current accounts	78.92	57.83
In deposits with original maturity of less than 3 months		
Cash on hand	485.10	551.73
Cheque on hand		
	564.02	609.56

The accompanying notes 1 to 41 are an integral part of the Consolidated Financial Statements

As per our Report of even date

For Suresh R. Shah & Associates

Chartered Accountants

Firm Regn. No.: 110691W

Mrugen K. Shah

Partner

Membership No.: 117412

Place : Ahmedabad

Date : 29th May, 2018

For and on behalf of the Board

Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)

Devanand G. Somani - Wholetime Director
(DIN : 00515959)

Hemant G. Somani - Wholetime Director
(DIN : 00515853)

Priyanka K. Gola - Company Secretary

Ashish R. Thakkar - Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

(A) EQUITY SHARE CAPITAL

For the year ended 31st March, 2018 **₹ in Lakhs**

Balance as at 01st April, 2017	Changes during the year	Balance as at 31st March, 2018
2,928.64	**-**	**2,928.64**

For the year ended 31st March, 2017 **₹ in Lakhs**

Balance as at 01st April, 2016	Changes during the year	Balance as at 31st March, 2017
2,928.64	**-**	**2,928.64**

(B) OTHER EQUITY

For the year ended 31st March, 2018

Particulars	Capital Reserve	General Reserve	Capital redemption reserve	Security premium account	Tourism Development Reserve	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 01st April, 2017	-	620.22	-	7,278.63	-	(66.43)	4,417.08	12,249.51
Profit/(Loss) for the year	-	-	-	-	-	176.55	-	-
Transfer from / to								
Other Comprehensive income/(loss) for the year	-	-	-	-	-	-	-	-
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	-	29.65	**29.65**
Balance as at 31st March, 2018	**-**	**620.22**	**-**	**7,278.63**	**-**	**110.12**	**4,446.63**	**12,455.70**

For the year ended 31st March, 2017

Particulars	Capital Reserve	General Reserve	Capital redemption reserve	Security premium account	Tourism Development Reserve	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 01st April, 2016	-	620.22	-	7,278.63	-	595.11	3,467.20	11,961.16
Profit/(Loss) for the year	-	-	-	-	-	(661.53)	-	(661.53)
Transfer from / to								
Other Comprehensive income/(loss)	-	-	-	-	-	-	949.33	949.33
for the year	-	-	-	-	-	-	0.56	0.56
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	-	-	-
Balance as at 31st March, 2017	**-**	**620.22**	**-**	**7,278.63**	**-**	**66.43**	**3,467.76**	**12,249.51**

The accompanying notes 1 to 41 are an integral part of the Consolidated Financial Statements

As per our Report of even date

For Suresh R. Shah & Associates

Chartered Accountants

Firm Regn. No.: 110691W

Mrugen K. Shah

Partner

Membership No.: 117412

Place : Ahmedabad

Date : 29th May, 2018

For and on behalf of the Board

Narendra G. Somani - Chairman & Managing Director

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Hemant G. Somani - Wholetime Director

(DIN : 00515853)

Priyanka K. Gola - Company Secretary

Ashish R. Thakkar - Chief Financial Officer

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

1. CORPORATE INFORMATION

TGB Banquets and Hotels Limited ("the Company") is a public limited company domiciled in India and is listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE). The Company is into provision of Restaurants; banquets and hotel services since 1999. TGB Banquets and Hotels Limited is having a wholly owned subsidiary company.

2. BASIS OF PREPARATION

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2016 as amended by the Companies (Indian Accounting standards) (Amendment) Rules, 2016. As per the said roadmap, the Company is required to apply Ind AS starting from financial year beginning on or after 01st April 2017.

The company has prepared its first Financial Statements in accordance with Ind AS for the year ended 31st March, 2018. For periods up to and including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with Indian GAAP, including Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). The effective date for Company's Ind AS Opening Balance Sheet is 01st April, 2016 (the date of transition to Ind AS).

The accounting policies set out in have been applied in preparing the financial statements for the year ended 31st March, 2018, the comparative information presented in these financial statements for the year ended 31st March, 2017 and in the preparation of an opening Ind AS Balance Sheet at 01st April, 2016 (the Company's date of transition). According to Ind AS 101, the first Ind AS Financial Statements must use recognition and measurement principles that are based on standards and interpretations that are effective at 31st March, 2018, the date of first-time preparation of Financial Statements according to Ind AS. These accounting principles and measurement principles must be applied retrospectively to the date of transition to Ind AS and for all periods presented within the first Ind AS Financial Statements.

Any resulting differences between carrying amounts of assets and liabilities according to Ind AS 101 as of 01st April, 2016 compared with those presented in the Indian GAAP Balance Sheet as of 31st March, 2016, were recognized in Other Equity under Fair Value Through Other Comprehensive Income (FVTOCI) Reserves within the Ind AS Balance Sheet.

An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following notes and reconciliations.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

a. Expected to be realized or intended to be sold or consumed in normal operating cycle
b. Held primarily for the purpose of trading
c. Expected to be realized within twelve months after the reporting period, or
d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

a. It is expected to be settled in normal operating cycle
b. It is held primarily for the purpose of trading
c. It is due to be settled within twelve months after the reporting period, or
d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Principles of Consolidation

These consolidated financial statements have been prepared in accordance with Indian Accounting Standard 110 (Ind AS 110) - "Consolidated Financial Statements".

These consolidated financial statements have been prepared on the following basis:

(i) the financial statements of the Holding Company and its Indian Subsidiaries have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions, if any, based on the audited financial statements received from the Indian Subsidiaries for the year ended 31st March, 2018, in Indian Rupees as per the Ind AS provisions.

(ii) These consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's standalone financial statements.

(iii) The difference between the cost of investment in the subsidiaries and the Holding Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognized in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.

(iv) Goodwill arising out of consolidation is tested for impairment at each balance sheet date.

(v) Non-controlling interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Holding Company's shareholders.

Non-controlling interest in the net assets of consolidated subsidiaries consists of: -

(a) the amount of equity attributable to non-controlling interest at the date on which investment in Subsidiary is made; and

(b) the non-controlling' share of movements in equity since the date the parent - subsidiary relationship came into existence.

Minority interests share of Net Profit / (Loss) of consolidated subsidiaries for the relevant period is identified and adjusted against the profit after tax of the group.

I. Exemptions and exceptions availed:

(A) Deemed cost:

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their Indian GAAP carrying values except for a Land at a fair value as certified by a Government Registered Valuer.

(B) Leases:

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The Company has elected to apply this exemption for such contracts/arrangements.

(C) Designation of previously recognised financial instruments:

Ind AS 101 permits a first-time adopter to measure its investments in subsidiaries at deemed cost, which should be either: (i) fair value at the entity's date of transition to Ind ASs in its separate financial statements; or (ii) previous GAAP carrying amount at that date. The company has elected to measure in its separate financial statements all of its investments in subsidiaries at their previous GAAP carrying amount on the date of transition.

(D) Estimates:

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP [after adjustments to reflect any difference in accounting policies], unless there is objective evidence that those estimates were in error. Ind AS estimates as at 01st April, 2016 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for Investment in equity instruments carried at FVPL or FVOCI items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP.

(E) Classification and measurement of financial assets:

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

3. SIGNIFICANT ACCOUNTING POLICIES

i. Statement of compliance :

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Indian Accounting Standard ("Ind AS") as per the Companies (Accounting Standards) Rules, 2015 notified under section 133 of the companies Act, 2013 ('the act') read with rule 3 of the Companies (India Accounting Standards) Rules, 2015 and the Companies (India Accounting Standards) Amendments Rules, 2016, guidelines issued by the Securities and Exchange Board of India ('SEBI') and other relevant provisions of the Companies Act, 2013.

Accounting Policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements are presented in Indian Rupees ("INR") which is also the Company's functional currency. All amounts have been reported in Indian Rupees in lacs except for share and per share data, unless otherwise stated.

Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

ii. Basis for preparation of financial statements :

These financial statements have been prepared on the historical cost basis except Land which have been measured at fair value.

iii. Use of Estimates:

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of incomes and expenses during the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Difference between the actual results and estimates are recognised in the period in which the results are known or materialize.

In the assessment of the Company, the most significant effects of use of judgments and / or estimates on the amounts recognised in the financial statements relate to the following areas:

- Useful Lives of property, plant & equipments,
- Valuation of inventories,
- Measurement of recoverable amounts of assets / cash-generated units,
- Assets and obligations relating to employee benefits,
- Evaluation of recoverability of deferred tax assets, and
- Provisions and contingencies.

iv. Property; Plant & Equipments:

a) Property; Plant & Equipments are stated at cost of construction or acquisition less accumulated depreciation / amortization and net of impairment except for land which have been measured at fair value.

b) Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure relating to the property, plant & equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

c) An item of property, Plant & Equipment and intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the Asset. Any gain or loss arising on the disposal or retirement of an item of property, plant & equipment and intangible assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

v. Capital work-in-progress

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

vi. Depreciation

Depreciation is calculated on cost of items of Plant and machinery forming part of property, plan and equipment less their estimated residual values over their estimated useful lives using the straight-line method.

vii. Financial Instruments :

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

a. Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Company settle commits to purchase or sell the asset.

b. Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

i. Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows

- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

ii. Debt instruments at fair value through other comprehensive income [FVTOCI]:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets

- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income [OCI]. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

iv. Equity instruments measured at fair value through other comprehensive income [FVTOCI]:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c. Derecognition:

A financial asset is primarily derecognized when:

i. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

ii. the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

d. Impairment of financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance

b. Trade receivables or any contractual right to receive cash

c. Financial assets that are debt instruments and are measured as at FVTOCI

d. Lease receivables under Ind AS 17

e. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point c and d provided above. The application of simplified approach requires the Company to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance [or reversal] recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

a. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

b. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

B. Financial liabilities:

a. Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b. Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

i. Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

ii. Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

iii. Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

c. Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

C. Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses [including impairment gains or losses] or interest.

D. Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously

viii. Impairment of Assets:

(a) Financial Assets :

At each balance sheet date, the Company assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

(b) Non-financial Assets :

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent. When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, such that the increase in the carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

ix. Valuation of Inventories:

a) Inventory comprises stock of food and beverages and stores and spares and is carried at lower of cost and net realizable value.

b) Inventory of Cutlery, crockery, linen & uniform are amortised over the period of forty eight months except in case of obsolesces and other losses, wherever considered necessary.

x. Cash and Cash Equivalents

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

xi. Revenue Recognition:

a) Revenue is measured at the fair value of the consideration received or receivable. Revenue comprises sale of rooms, food and beverages and allied services relating to hotel operations, including management fees for the management of the hotels.

b) Revenue from sale of goods or rendering of services is net of indirect taxes, returns and discounts.

c) Management fees earned from hotels managed by the Company are usually under long-term contracts with the hotel owner and are recognised when earned in accordance with the terms of the contract when collectability is certain.

d) Revenue from windmill energy generation is accounted for on the basis of units generated against consumption at the Hotel, taking into consideration the energy charges and fuel charges charged by Torrent Power Ltd according to PPA agreement with them.

e) Interest Income is accrued on a time proportion basis using the effective interest rate method.

xii. Foreign Currency Transactions:

Transactions in Foreign Currencies are recorded at the exchange rate prevailing on the date of transaction.

xiii. Borrowing Cost:

a) Borrowing cost is recognized as expense in the period in which these are incurred.

b) Interest and other borrowing cost on specific borrowings, attributable to qualifying assets are capitalized.

c) Foreign Exchange difference arising on repayment of foreign exchange term loan has been adjusted to interest cost.

xiv. Lease :

Finance Lease:

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognized for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Operating lease

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating lease. Operating lease payments are recognized as an expense on a straight line basis over the lease term unless the payments are structured to increase in line with the expected general inflation so as to compensate for the lessor's expected inflationary cost increases.

xv. Tax expense

Tax expense comprises of current tax and deferred tax.

a) Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively. Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction are not recognized. Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to do the same.

xvi. Employee Benefits:

(a) Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year for which the related service is rendered.

(b) Defined Contribution Plan: Monthly contribution to the provident fund which is under defined contribution schemes are charged to Statement of Profit & Loss.

(c) Defined Benefit Plans: Gratuities to employees are provided for their actuarial valuation using the projected unit credit method. Actuarial gain and losses net of deferred taxes arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income in the period in which they arise. Any short falls in case of premature resignation or termination to the extent not reimbursed by LIC is being absorbed in the year of payment.

(d) Provision for leave salary has been made as per actuarial valuation.

xvii. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

xviii. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

4 - PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Freehold land	Buildings	Furniture, Fixtures and Furnishing	Plant and Equipments	Office Equipment	Computers	Vehicles	Total	Capital Work-In progress
Cost:									
As at 01st April, 2016	4,134.75	12,539.06	10,169.03	4,798.06	300.01	158.77	398.02	32,497.70	
Additions (*)	949.33	-	19.31	9.87	10.94	2.44	3.07	994.96	
Disposals / transfers	-	-	-	-	-	-	32.34	32.34	
As at 31st March, 2017	**5,084.07**	**12,539.06**	**10,188.34**	**4,807.93**	**310.95**	**161.21**	**368.75**	**33,460.32**	**-**
Additions	-	4.25	25.75	16.66	9.56	2.83	204.98	264.02	
Disposals / transfers	337.45	10,482.58	8,309.11	2,907.49	219.53	70.60	110.53	22,437.29	
As at 31st March, 2018	**4,746.63**	**2,060.73**	**1,904.98**	**1,917.11**	**100.98**	**93.44**	**463.20**	**11,287.05**	**-**
Accumulated depreciation:									
As at 01st April, 2016	**-**	**1,898.07**	**5,112.09**	**1,671.30**	**264.47**	**143.16**	**246.70**	**9,335.79**	**-**
Depreciation charged during the year		183.70	1,379.00	328.87	7.89	4.96	41.22	1,945.63	-
Disposals / transfers	-	-	-	-	-	-	27.04	27.04	-
As at 31st March, 2017	**-**	**2,081.76**	**6,491.09**	**2,000.18**	**272.35**	**148.11**	**260.87**	**11,254.37**	**-**
Depreciation charged during the year	-	45.87	260.65	136.31	5.55	3.25	42.15	493.78	-
Disposals / transfers	-	1,586.67	5,296.26	1,047.49	196.50	64.42	70.45	8,261.79	-
As at 31st March, 2018	**-**	**540.96**	**1,455.48**	**1,088.99**	**81.40**	**86.94**	**232.58**	**3,486.36**	**-**
Net book value									
As at 01st April, 2016	**4,134.75**	**10,641.00**	**5,056.93**	**3,126.76**	**35.54**	**15.62**	**151.32**	**23,161.91**	**-**
As at 31st March, 2017	**5,084.07**	**10,457.30**	**3,697.25**	**2,807.76**	**38.60**	**13.10**	**107.87**	**22,205.95**	**-**
As at 31st March, 2018	**4,746.63**	**1,519.77**	**449.50**	**828.12**	**19.58**	**6.49**	**230.62**	**7,800.69**	**-**

(*) Addition to Fixed Assets include revaluation of Freehold Land amounting to ₹ 949.33 Lakhs (PY ₹ 3441.70 Lakhs-)

5 - NON - CURRENT FINANCIAL ASSETS - INVESTMENTS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Unquoted investments:			
Investment in equity instruments-valued at cost			
Investments in others - Unquoted			
100 (P.Y.100) Fully Paid Equity Shares of Sheetal Ispat Pvt. Ltd.	**0.01**	0.01	0.01
Less: provision for impairment on the value of investment			
	0.01	0.01	0.01

6 - NON - CURRENT FINANCIAL ASSETS - OTHERS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Security deposits (Unsecured, considered good)	353.34	501.70	542.90
Bank deposits with original maturity greater than 12 months*	**479.26**	177.87	205.83
	832.60	679.57	748.73

*Includes as margin money deposit against counter guarantees issued by the bank.

7 - TAXATION - DEFERRED TAX	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Deferred Tax Liabilities			
On Fiscal allowances of Fixed Assets	**36.82**	1,365.62	1,493.67
	36.82	**1,365.62**	**1,493.67**

8 - NON - CURRENT ASSETS - OTHERS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Deferred Revenue Expenditure	-	298.01	681.70
	-	298.01	681.70

9 - INVENTORIES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
(valued at lower of cost and net realizable value)			
Provisions, Liquor and other beverages	**1,425.39**	**1,422.59**	**1,401.26**
Crockery, cutlery, silverware, utensils, linen, uniform etc.	818.32	1,559.85	1,608.50
	2,243.71	**2,982.44**	**3,009.76**

- As per inventory taken and valued by the Management

10 - TRADE RECEIVABLES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Unsecured, Considered good	**4,048.33**	3,892.51	2,543.68
Considered doubtful	-	-	-
	4,048.33	3,892.51	2,543.68

11 - CASH AND CASH EQUIVALENTS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Balances with banks			
In current accounts	78.64	57.18	131.70
Cash in hand	485.10	551.74	185.80
	563.74	**608.92**	**317.50**

12 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Other balances			
Earmarked balances with banks for:			
Unpaid dividends #	**0.28**	0.65	0.65
	0.28	**0.65**	**0.65**

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31-03-2018 and includes excess deposit due to rounding-off of dividend payable on fractional shares

13 - CURRENT FINANCIAL ASSETS - LOANS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Unsecured, considered good, unless otherwise stated			
Other Advances	**4,997.80**	2,173.13	2,296.66
	4,997.80	2,173.13	2,296.66

14 - CURRENT ASSETS - OTHERS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Unsecured, considered good, unless otherwise stated			
Others			
Prepaid expenses	3.35	1.55	-
Balance with statutory authorities	6.80	2.42	-
Others	3,352.63	3,180.05	2,794.40
	3,362.78	**3,184.02**	**2,794.40**

15 - SHARE CAPITAL	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Authorised:			
50,00,000 Equity Shares of ₹ 10 each	**5,000.00**	5,000.00	5,000.00
Issued, Subscribed and paid-up:			
29,28,640 Equity Shares of ₹ 10 each fully paid up	**2,928.64**	**2,928.64**	**2,928.64**

Reconcilliation of Shares

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 31st March, 2016	
	Number	₹ in Lakhs	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares Outstanding at the Beginning of the Year	**2,92,86,400**	**2,928.64**	2,92,86,400	2,928.64	2,92,86,400	2,928.64
Addition/(Deletion) During the Year	-	-	-	-	-	-
Shares Outstanding at the End of the Year	**2,92,86,400**	**2,928.64**	2,92,86,400	2,928.64	2,92,86,400	2,928.64

Details of Shareholders Holding More Than 5% Shares

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Narendra Gurmukhdas Somani	**62,06,815**	**21.19**	62,06,815	21.19	62,06,815	21.19
Rajshah Enterprise Pvt.Ltd.	-	-	-	-	25,28,644	8.63
Sanjay Agarwal	**25,00,000**	**8.54**	25,00,000	8.54	25,00,000	8.54
Shri Ram Credit Company Ltd.	**20,00,000**	**6.83**	20,00,000	6.83	20,00,000	6.83

Rights & Terms of Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-, each holder of equity shares is entitled to one vote per share.

16 - OTHER EQUITY	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Securities Premium			
Opening balance	**7,278.63**	7,278.63	7,278.63
Additions during the financial year		-	-
Deductions during the financial year		-	-
Closing balance	**7,278.63**	7,278.63	7,278.63
General Reserve			
Opening balance	**620.22**	620.22	620.22
Additions during the financial year	**-**	-	
Closing balance	**620.22**	620.22	620.22
Surplus in Statement of Profit and Loss			
Opening balance	**(66.42)**	595.11	2,144.63
Profit / (loss) during the year	**176.55**	(661.54)	(1,524.02)
Adjusted to profit / (loss) on account of Ind AS			
- Net effect of Ind AS opening adjustment			
- FVOCI reserve - Re-measurement gains / (losses) on employee benefits			-25.49
Closing balance	**110.12**	(66.43)	595.11
Fair Value through Other Comprehensive Income [FVTOCI] Reserve	**4,417.08**	**3,467.20**	
Opening balance			
Adjusted from general reserve on transition to Ind AS		949.33	3,441.70
Additional depreciation on account of re-valuation			
Adjusted from surplus in statement of profit and loss	**29.65**	0.56	25.49
- Re-measurement gains / (losses) on employee benefits			
Deductions during the financial year			
Closing balance	**4,446.73**	4,417.08	3,467.20
Total of other equity	**12,455.70**	**12,249.51**	**11,961.16**

17 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Secured			
Term Loans			
Loan from Banks			
-State Bank of India	-	2,169.00	2,599.00
-ICICI Bank	-	1,750.57	2,562.50
Loan from Financial Institution	-	1,650.00	2,100.00
	-	5,569.57	7,261.50
Vehicle Loans*	106.90	-	-
From Others			
Inter Corporate Deposits	382.06	-	193.00
from related parties	10.80	10.80	10.70
	499.76	**5,580.37**	**7,465.20**

*Vehicle Loans are secured against hypothecation of vehicles. Terms of vehicle Loans outstanding as at 31st March, 2018 are here under.]

Particulars	Yes Bank	Yes Bank	Yes Bank	Volksvagon Finance Pvt Ltd	Yes Bank
Amount borrowed	44.48	16.00	11.98	64.00	20.00
Repayment Tenure	60 Months	48 Months	48 Months	36 Months	60 Months
Rate of Interest	9.00%	8.50%	8.50%	9.14%	8.50%
First Date of Installment	15-09-2018	15-07-2018	15-08-2018	03-12-2018	15-09-2018
Frequency of EMI	Monthly	Monthly	Monthly	Monthly	Monthly

18 - NON - CURRENT PROVISIONS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Provision for employee benefit			
Gratuity	116.05	93.95	65.48
Leave Encashment	38.93	62.06	79.61
	154.98	**156.01**	**145.09**

19 - CURRENT FINANCIAL LIABILITIES - BORROWINGS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Secured			
From Banks			
Working Capital Loan			
- Indian Overseas Bank (Secured)	707.75	816.71	801.51
- ICICI Bank (Secured)	-	997.96	1,007.82
	707.75	**1,814.67**	**1,809.33**
	707.75	**1,814.67**	**1,809.33**

Working Capital facility from Indian Overseas Bank is secured against Factory Land and Building Located at Changodar, Corporate Gurantee of TGB Foods Private Limited a sister concern of ours and Personal Guarantee of Promoter Directors having Rate of Interest at 13.65%.

20 - CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES**	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Due to micro and small enterprises	-	-	-
Due to other than micro and small enterprises	2,364.73	2,366.46	1,926.93
	2,364.73	**2,366.46**	**1,926.93**

**The company had not received any intimation from suppliers regarding their status under the Mirco, small & Medium Enterprise Act, 2006 and hence disclosures, if any relating to amounts unpaid as the year end together with interest paid of payable as required under said act, have not been given.

21 - CURRENT - OTHER FINANCIAL LIABILITIES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Security deposits			
Interest accrued but not due on borrowings	-	95.88	122.69
Interest accrued and due on borrowing			-
Payables for capital goods	-	33.63	431.14
Unpaid/unclaimed dividend	0.28	0.65	0.65
Current Maturities of Long-term Debt	-	2,869.59	1,841.66
Current Maturities of Vehicle Loan	37.32	-	12.56
	37.60	**2,999.75**	**2,408.70**

22 - OTHER CURRENT LIABILITIES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Advance from customers	6.66	1,128.03	741.21
Other liabilities	4,853.10	5,221.71	4,342.05
	4,859.76	**6,349.74**	**5,083.26**

23- SHORT TERM PROVISIONS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 01-04-2016 (₹ In Lakhs)
Provision for employee benefit			
Gratuity	**9.51**	20.55	21.97
Leave Encashment	**4.88**	17.55	3.45
Provision for taxation			
	14.39	**38.10**	**25.42**

24 - REVENUE FROM OPERATIONS	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
ROOMS, FOOD, BEVERAGES AND OTHER SERVICES		
Sale of Services	**11,553.70**	13,411.78
Others*	**320.05**	274.46
	11,873.75	13,686.24

*Includes related to generation of electricity from wind mill.

25 - OTHER INCOME	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Interest Received/Receivable		
From banks	16.88	7.49
From others	-	7.19
Excess provisions / credit balances no longer required	411.30	-
Miscellaneous income	20.71	265.29
	448.88	**279.97**

26 - CONSUMPTION OF PROVISIONS, BEVERAGES, SMOKES & OTHERS	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Raw material - F&B		
Opening Stock	**1,422.59**	1,401.26
Add : Purchases	**3,745.71**	3,983.95
	5,168.30	5,385.21
Less : Closing Stock	**1,425.40**	1,422.59
	3,742.90	3,962.62

27 - EMPLOYEE BENEFITS EXPENSES	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Salaries and wages	**2,576.98**	1,980.52
Contribution to provident and other funds	**102.44**	88.27
Contract labour and services	-	-
Staff welfare expense	**102.91**	20.76
Directors Remuneration	**96.00**	96.00
Leave salary	**(25.25)**	26.33
Gratuity	**51.96**	33.12
	2,905.04	2,245.00

28 - FINANCE COSTS	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Interest expenses	292.99	1,134.56
Other borrowing costs (including bank charges)	26.12	435.37
	319.11	**1,569.93**

29 - OTHER EXPENSES	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
OPERATING, ADMINISTRATION AND GENERAL EXPENSES		
Power, fuel and light (net)	946.22	918.12
Repairs, maintenance and refurbishing *	278.54	265.63
Rent	2,283.07	556.18
Rates and taxes	243.51	636.51
Insurance	31.02	11.36
Legal and professional charges	104.63	134.24
Auditors' Remuneration**	3.06	3.00
Stationery and printing	40.82	46.14
Travelling and conveyance	107.20	81.23
Communication (including telephones for guests)	31.46	29.84
Advertisement, publicity and business promotion	133.36	97.83
Corporate Social Responsibility (Refer Note 36)	9.90	7.90
Asset Discard	518.88	160.07

Bank Charges	23.32	5.19
Decoration Expenses	171.47	277.50
House Keeping Expenses	41.15	39.60
Sitting Fees	0.70	0.60
Forfeiture of Security Deposits	508.47	-
Miscellaneous Expenses	634.89	300.56
Deferred Revenue Expenses Written off	29.42	123.96
Security Expenses	100.39	64.13
Vehicle Running Expenses	64.98	88.08
Business Support Services	266.67	266.67
Hire Charges	78.93	87.51
Cleaning and Laundry Expenses	198.95	235.32
Upkeep Charges	657.95	595.46
	7,508.98	5,032.61
* Repairs, maintenance and refurbishing includes:		
Repairs to buildings	56.56	55.84
Repairs to machinery	136.36	84.55
Others	85.62	125.25
**Payments to the auditors for (including service tax)		
- Statutory audit	3.06	3.00
- Tax audit fee	0.50	0.50
- Other Certification fees	0.15	0.15
	3.71	3.65

30 - EXCEPTIONAL ITEMS	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Profit / (Loss) on Sale of Assets	**1,494.92**	-
	1,494.92	-

31 - EARNINGS PER EQUITY SHARE	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Profit/(loss) available for equity shareholders	206.19	(661.52)
Weighted average numbers of equity shares outstanding	2,92,86,400	2,92,86,400
Nominal value per equity share (in Rupees)	10.00	10.00
Earnings /(loss) Per Equity Share- Basic and Diluted (in Rupees)	**0.70**	(2.26)

Additional notes to Consolidated financial Statement

32 - CONTINGENT LIABILITIES AND COMMITMENTS	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
CONTINGENT LIABILITIES		
(a) Income tax demand / liabilities not provided for	**726.94**	1,647.28
(b) Value Added tax demand not provided for	**421.26**	-

Notes:

It is not practicable to estimate the timing of cash outflows, if any, in respect of matters stated above, pending resolution of the proceedings.

33 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 17 LEASES	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
OPERATING LEASE COMMITMENS		
(a) Future minimum lease amounts payable by the Company in respect of non-cancellable operating leases (other than land) for other services (including rented premises) entered into by the Company :		
Not later than one year	31.89	1,823.90
Later than one year and not later than five years	25.34	57.23

34 - SEGMENT REPORTING

The Companies Business falls under single reportable segment under Indian Accounting Standard.

35 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS

The Company has classified the various benefits provided to employees as under:-

(a) Defined contribution plans

Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- Current Year ₹ 64.40 Lakhs (Previous Year ₹ 62.21 Lakhs)

(b) Defined benefit plans

Gratuity and Compensated absences - Earned leave

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions-

Economic Assumptions

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

Discount Rate

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.87% p.a. (Previous Year 7.66% p.a.) compound has been used.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:

Particulars	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2018	As at 31-03-2017	As at 31-03-2018	As at 31-03-2017
Discount rate(per annum)	7.87%	7.66%	7.87%	7.66%
Future salary increase	5.00%	5.00%	5%	5.00%
Expected rate of return on plan assets	7.87%	7.66%	7.87%	7.66%
Mortality Rates	Indian Assured Lives Mortality (2006-08) Ultimate			
Retirement age	58	58	58	58
Attrition Rate	2%	2%	2%	2%

Particulars	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
Change in present value of the defined benefit obligation during the year				
Present value of obligation as at the beginning of the year	116.50	94.62	79.61	83.06
Interest Cost	9.33	7.58		
Current Service Cost	31.98	22.11	(30.96)	17.55
Benefits Paid	(0.45)	(7.14)	(4.85)	(21.00)
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	14.59	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.26)	(9.60)	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(26.40)	(5.65)	-	-
Present value of obligation as at the end of the year	127.71	116.50	43.80	79.61
Change in fair value of plan assets during the year				
Fair Value of plan assets at the beginning of the year	2.00	7.17	-	-
Interest Income	0.16	0.57	-	-
Contributions by the employer		1.50	-	-

Benefits paid		(7.14)	-	-
Return on plan assets	(0.01)	(0.01)	-	-
Fair Value of plan assets at the end of the year	2.01	2.09	-	-
Net Asset/ (Liability) recorded in the Balance Sheet				
Present value of obligation as at the end of the year	(127.71)	(116.50)	(43.80)	(79.61)
Fair Value of plan assets at the end of the year	2.15	2.00	-	-
Net Asset/ (Liability)-Current	(9.51)	(20.55)	(4.87)	(17.55)
Net Asset/ (Liability)-Non-Current	(116.05)	(93.95)	(38.93)	(62.06)
Expenses recorded in the Statement of Profit & Loss during the year				
Interest Cost	9.32	7.00	-	-
Current Service Cost	31.98	22.11	(30.96)	22.11
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	14.59	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.26)	(5.65)	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(26.40)	(5.65)	-	-
Total expenses included in employee benefit expenses	11.64	32.41	(30.96)	22.11
Recognized in Other Comprehensive Income during the year				
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	14.59	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.26)	(9.60)	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(26.40)	(5.65)	-	-
Recognized in Other Comprehensive Income	-	0.01	-	-
Maturity profile of defined benefit obligation				
Within 12 months of the reporting period	3.43	3.44	-	-
Between 2 and 5 years	17.42	16.41	-	-
Between 6 and 10 years	40.78	42.43	-	-
Quantitative sensitivity analysis for significant assumption is as below:				
Increase/ (decrease) on present value of defined benefit obligation				
at the end of the year				
Delta Effect of +1% Change in Rate of Discounting	(13.92)	(13.46)	-	-
Delta Effect of -1% Change in Rate of Discounting	16.76	16.16	-	-
Delta Effect of +1% Change in Rate of Salary Increase	17.09	16.44	-	-
Delta Effect of -1% Change in Rate of Salary Increase	(14.39)	(13.89)	-	-
Delta Effect of +1% Change in Rate of Employee Turnover	3.69	3.51	-	-
Delta Effect of -1% Change in Rate of Employee Turnover	(4.44)	(4.15)	-	-

Expected contribution to the defined benefit plan for the next reporting period

Particulars	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	116.05	93.95
Expected contribution to the defined benefit plan for the next reporting period (Compensated Absences Earned Leave)	38.93	62.06

36 - CORPORATE SOCIAL RESPONISIBILITY

Pursuant to the provisions of section 135(5) of the Companies Act, 2013 (the Act), the Company has formed its Corporate Social Responsibility (CSR) Committee. As per the relevant provisions of the Act read with Rule 2(1)(f) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to spend at least 2% of the average net profits (determined under section 198 of the Companies Act 2013 and section 349 of the Companies Act 1956) made during the immediately three financial years, But due to inadequacy of profits as per Section 198 of the Companies Act, 2013, the Company is not required to spend any amount on CSR activities for Financial Year 2017-18. However, company have made a contribution of ₹ 9.90 Lakhs (PY ₹ 8.17 Lakhs) towards the CSR Activities.

37 - EARNINGS AND EXPENDITURE IN FOREIGN CURRENCY

Particulars	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
(c) Earning in foreign currency		
Revenue from operations (As reported by the management of the Company)	193.78	15.81

38 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24

(a) Related Parties

• Key Management Personnel	Narendra Somani Hemant Somani Devanand Somani
• Relative of Key Management Personnel	Sunita Somani
• Entities controlled by Directors or their relatives (with whom transactions entered into during the financial year)	TGB Foods Private Limited TGB Bakers & Confectionaries Private Limited Bhagwati Sales Corporation

(b) Transactions with related parties:

Particulars	Subsidiaries		Key Management Personnel and their relatives		Entities controlled by Directors or their relatives		Total	
	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
Room, Food, Beverages and other services	-	-	-	36.83	350.73	211.76	350.73	248.59
Remuneration	-	-	96.00	96.00	-	-	96.00	96.00
Commercial Transaction	-	-	7.50	-	159.78	97.39	4,043.54	97.39

Balance Outstanding

Particulars	Payable As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	Receivable As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
Key Management Personnel and their relatives	55.89	47.08	-	4.32
Entities controlled by Directors or their relatives	13.21	8.23	1,085.59	365.94

Note:

(i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.

(ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective notes.

(c) Disclosure in respect of related party-wise transactions

Particulars	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
F&B Purchase		
TGB Bakers & Confectionaries Private Limited	350.73	211.76
Remuneration		
Narendra G. Somani	48.00	48.00
Devanand G. Somani	24.00	24.00
Hemant G. Somani	24.00	24.00
Commercial Transactions		

TGB Bakers & Confectionaries Pvt. Ltd.	164.76	97.39
TGB Foods Private Limited	4.98	-
Sunita Somani	7.50	-

Balance Outstanding

Particulars	Payable As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)	Receivable As at 31-03-2018 (₹ In Lakhs)	As at 31-03-2017 (₹ In Lakhs)
TGB Bakers & Confectionaries Private Limited	-	-	1,059.54	1,183.89
TGB Foods Private Limited	13.21	8.23	-	-
Narendra Somani	0.13	-	-	-
Devanand Somani	53.67	34.01	-	4.32
Hemant Somani	0.50	3.48	-	-
Bhagwati Sales Corporation	-	-	46.97	18.01
Sunita Somani	1.59	9.09	-	-

39. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

   The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

   Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

   Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

   Level 3 : Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at April 01, 2016

Particulars	Carrying amount As at 01-04-2016	Fair value Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (Non-Current)	0.01	-	-	-
Bank Deposits (Non-Current)	205.83	-	-	-
Other Non-Current Financial Assets	542.90	-	-	-
Trade Receivables	2,543.68	-	-	-
Cash and Cash Equivalents	317.43	-	-	-
Bank Balances Other than Cash and Cash Equivalents	0.65	-	-	-
Security Deposits (Non-Current)	-	-	-	-
Other Current Financial Assets	2,794.40	-	-	-
TOTAL	**6,404.98**	**-**	**-**	**-**
Financial assets at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**
Financial liabilities at amortised cost:				
Borrowings (Non-Current)	499.77	-	-	-
Borrowings (Current)	4,218.03	-	-	-
Trade Payables	1,926.93	-	-	-
Security Deposits (Current)	-	-	-	-
Other financial liabilities (Current)	-	-	-	-
TOTAL	**6,644.72**	**-**	**-**	**-**
Financial liabilities at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**

II. Figures as at 31st March, 2017

Particulars	Carrying amount	Fair value		
	As at 01-04-2017	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (Non-Current)	0.01	-	-	-
Bank Deposits (Non-Current)	177.87	-	-	-
Other Non-Current Financial Assets	501.70	-	-	-
Trade Receivables	3,892.51	-	-	-
Cash and Cash Equivalents	608.82	-	-	-
Bank Balances Other than Cash and Cash Equivalents	0.65	-	-	-
Security Deposits (Current)	-	-	-	-
Other Current Financial Assets	-	-	-	-
TOTAL	**5,181.66**	**-**	**-**	**-**
Financial assets at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**
Financial liabilities at amortised cost:				
Borrowings (Non-Current) * Level 3 Includes deferment of loan charges on pro-rata basis during the tenure of loan	5,580.38	-	-	-
Borrowings (Current)	4,814.41	-	-	-
Trade Payables	2,366.46	-	-	-
Security Deposits (Current)	-	-	-	-
Other financial liabilities (Current)	-	-	-	-
TOTAL	**12,761.25**	**-**	**-**	**-**
Financial liabilities at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**

III. Figures as at 31st March, 2018

Particulars	Carrying amount	Fair value		
	As at 31-03-2018	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments (Non-Current)	0.01	-	-	-
Bank Deposits (Non-Current)	479.26	-	-	-
Other Non-Current Financial Assets	353.35	-	-	-
Trade Receivables	4,048.33	-	-	-
Cash and Cash Equivalents	563.74	-	-	-
Bank Balances Other than Cash and Cash Equivalents	0.28	-	-	-
Security Deposits (Current)	-	-	-	-
Other Current Financial Assets	-	-	-	-
TOTAL	**5,444.97**	**-**	**-**	**-**
Financial assets at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**
Financial liabilities at amortised cost:				
Borrowings (Non-Current) * Includes deferment of loan charges on pro-rata basis during the tenure of loan	499.77	-	-	-
Borrowings (Current)	745.36	-	-	-
Trade Payables	2,364.73	-	-	-
Security Deposits (Current)	-	-	-	-
Other financial liabilities (Current)	-	-	-	-
TOTAL	**3,609.85**	**-**	**-**	**-**
Financial liabilities at fair value through profit or loss:				
Security Deposits (Non-Current)	-	-	-	
TOTAL	**-**	**-**	**-**	**-**

During the reporting period ending 31st March, 2018 and 31st March, 2017, there were no transfers between Level 1 and Level 2 fair value measurements.

IV. Description of significant unobservable inputs to valuation:

The following table shows the valuation techniques and inputs used for the financial instruments

Particulars	As at 31-03-18	As at 31-03-17	As at 1-04-2016
Other Non-Current Financial Assets	Discounted Cash Flow method using the risk adjusted		
Borrowings (Non-Current)	discount rate		

No, financial instruments have been routed through Other Comprehensive Income and hence separate reconciliation disclosure relating to the same is not applicable.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The company's financial risk management policy is set by the Managing Board.

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in it total portfolio.

The company is not exposed to significant interest rate risk as at the specified reporting date.

Refer Note 19 for interest rate profile of the Company’s interest-bearing financial instrument at the reporting date.

Foreign currency risk

The Company operates locally, however, the nature of its operations requires it to transact in in several currencies and consequently the Company is exposed to foreign exchange risk in various foreign currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies.

Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the Company compares the risk of a default occurring an the asset at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

(i)Actual or expected significant adverse changes in business,

(ii)Actual or expected significant changes in the operating results of the counterparty.

(iii)Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to mere its obligation,

(iv)Significant increase in credit risk on other financial instruments of the same counterparty.

(v)Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

(₹ In Lakhs)

Particulars	As at 31-03-2018	As at 31-03-2017
Non-current financial assets - Loans		-
Current financial assets - loans	**4,997.80**	2,173.13
Total (A)	**4,997.80**	2,173.13

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

(₹ In Lakhs)

Particulars	As at 31-03-2018	As at 31-03-2017
Trade Receivables	**4,048.33**	3,892.51
Total (A)	**4,048.33**	3,892.51

Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

III. Provision for expected credit losses again II above

The company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

Liquidity Risk

Liquidity Risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	As at 31-03-2018			As at 31-03-2017		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Non-current financial liabilities - Borrowings	-	499.77	499.77	-	5,580.38	5,580.38
Non-current financial liabilities - Others	-	-	-	-	-	-
Current financial liabilities - Borrowings	707.75	-	707.75	1,814.67	-	1,814.67
Current financial liabilities - Trade Payables	2,364.73	-	2,364.73	2,366.46	-	2,366.46
Current financial liabilities - Others	37.60	-	37.60	2,999.74	-	2,999.74
Total	**3,110.08**	**499.77**	**3,609.85**	**7,180.87**	**5,580.38**	**12,761.25**

Capital management

For the purposes of the Company’s capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company’s Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	As at 31-03-2018	As at 31-03-2017
Total Debt	499.77	5,580.38
Equity	2,928.64	2,928.64
Capital and net debt	**3,428.41**	**8,509.02**
Gearing ratio	**17.06%**	**190.54%**

Due to repayment of all Term Loans, There is a positive change in gearing ratio.

No changes were made in objectives / policies / processes for managing capital during the year ended 31st March, 2018 & 31st March, 2017.

41. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS

Summary of reconciliation of net profit between previous Indian GAAP and Ind AS

Particulars	₹ In lakhs As at 31-03-2017
Net profit under previous GAAP	**(660.97)**
Adjustment as per Ind AS	
On account of unwinding of security deposit balances	-
Actuarial loss on employee defined benefit plan transferred to OCI	0.56
On account of valuation of financial liabilities at amortised cost -	
Net profit as per Ind AS	**(661.53)**
Actuarial loss on employee defined benefit plan - through OCI	0.56
Additional depreciation on account of revaluation	-
Total comprehensive income	**(660.97)**

Summary of reconciliation of equity between previous Indian GAAP and Ind AS **₹ In lakhs**

Particulars	As at 31-03-2017	As at 01-04-2016
Equity under previous GAAP	7858.48	8519.45
Adjustment as per Ind AS		
Revaluation of Immovable Property	4,391.03	3,441.71
Amortization of finance charges		
Equity under Ind AS	**12249.51**	**11961.16**

The accompanying notes 1 to 41 are an integral part of the Consolidated Financial Statements

As per our Report of even date

For Suresh R. Shah & Associates

Chartered Accountants

Firm Regn. No.: 110691W

Mrugen K. Shah

Partner

Membership No.: 117412

Place : Ahmedabad

Date : 29th May, 2018

For and on behalf of the Board

Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)

Devanand G. Somani - Wholetime Director
(DIN : 00515959)

Hemant G. Somani - Wholetime Director
(DIN : 00515853)

Priyanka K. Gola - Company Secretary

Ashish R. Thakkar - Chief Financial Officer

Form AOC-1

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/Joint Ventures

(Pursuant to first proviso to sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(₹ in Lakhs)

Sr. No.	Particulars	Details
1.	Name of the Subsidiary	Lov Kush Properties Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	N.A.
4.	Share capital	3.18
5.	Reserves & surplus	122.28
6.	Total assets	1988.63
7.	Total Liabilities	1863.17
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	122.28
11.	Provision for taxation	-
12.	Profit after taxation	122.28
13.	Proposed Dividend	-
14.	% of shareholding	100%

a. Names of subsidiaries which are yet to commence operations - Lov Kush Properties Pvt Ltd.

b. Names of subsidiaries which have been liquidated or sold during the year - None

Part "B": Associate and Joint Ventures Not Applicable

For Suresh R. Shah & Associates
Chartered Accountants
Firm Regn. No.: 110691W

Mrugen K. Shah
Partner
Membership No.: 117412

Place : Ahmedabad
Date : 29th May, 2018

For and on behalf of the Board
Narendra G. Somani - Chairman & Managing Director
(DIN : 00054229)
Devanand G. Somani - Wholetime Director
(DIN : 00515959)
Hemant G. Somani - Wholetime Director
(DIN : 00515853)
Priyanka K. Gola - Company Secretary
Ashish R. Thakkar - Chief Financial Officer

TGB BANQUETS AND HOTELS LIMITED

CIN: L55100GJ1999PLC036830
Registered Office: "The Grand Bhagwati", Plot No. 380, S. G. Road, Bodakdev,
Ahmedabad-380054 • **Ph:** 079 26841000 • **Fax:** 079 26840915
• **E mail:** cs@tgbhotels.com • **Website:** www.tgbhotels.com

ATTENDANCE SLIP

Folio No./DP ID & Client ID No.		No. of Shares :	
Name of Member(s)/ Proxy : ____________			
Address : ____________			
____________			
E-mail Id : ____________			

I/We certify that I/We am/are member(s)/proxy for the member(s) of the Company.

I hereby authorise TGB Banquets and Hotels Limited to send me all notices, Annual Report and other communications at the aforesaid e-mail id.

I/ We hereby record my/ our presence at the 19th Annual General Meeting of the Company being held at "The Grand Bhagwati" Plot No. 180, S.G.Road, Bodakdev, Ahmedabad- 380054 on Friday, 28th September, 2018 at 10:30 a.m.

Signature of First holder/Proxy ____________ Signature of 01st Jointholder ____________ Signature of 02nd Jointholder ____________

Note (s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue Shareholder/ Proxy attending the meeting is requested to bring his/her copy of the Annual Report.

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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)

Name of the Member(s) : ____________

Registered address : ____________

E-mail Id : ____________

Folio No./ DP ID & Client ID : ____________

I/ We, being Member(s) holding ____________ shares of the above named company, hereby appoint:

1. Name : ____________ Address : ____________
   E-mail Id : ____________ Signature : ____________ or failing him/her
2. Name : ____________ Address : ____________
   E-mail Id : ____________ Signature : ____________ or failing him/her
3. Name : ____________ Address : ____________
   E-mail Id : ____________ Signature : ____________ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **19th Annual General Meeting** of the Company to be held on **Friday, 28th September, 2018 at 10:30 a.m. at "The Grand Bhagwati" Plot No. 380, S.G. Road, Ahmedabad-380054** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution
	Ordinary Business
1	Ordinary Resolution for adoption of the Financial Statements for the financial year ended 31st March, 2018 and reports of the Board of Directors and Auditors thereon.
2	Ordinary Resolution for appoint a director in place of Mr. Devanand G. Somani (DIN: 00515959), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ordinary Resolution for appointment of M/s. Suresh R. Shah., Chartered Accountant, as Statutory Auditors of the Company and fix their remuneration.

Signed this ________________ day of _____________ 2018

Signature of Shareholder :____

Affix
₹ 1/-
Revenue
Stamp

Signature of 01st Proxy holder(s)	Signature of 02nd Proxy holder(s)	Signature of 03rd Proxy holder(s)	Signature of Member

Notes:

1. **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.**
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

NOTES

NOTES

THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB
AHMEDABAD • SURAT • INDORE

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Daydreamers