



THE GRAND BHAGWATI  
HOTELS • BANQUETS • CONVENTIONS

**19 YEARS  
OF EVERYTHING  
NICE AND FULFILLING.**



**ANNUAL REPORT 2020-21**  
TGB BANQUETS AND HOTELS LIMITED

## 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 2020 – 2021.

I wish safety for all my shareholders from Covid – 19 and sincerely urge them to get vaccinated. I pray to god for their goodhealth. It is an extremely challenging time for our Industry and also for TGB. The Industry saw a slow growth rate in recent past due to governments Covid – 19 restrictions in regards to opening of restaurants/banquets & curfew implementation from evening. Despite that we continue to focus on growing as a responsible organization.

I would like to thank the board of Directors for their valuable time, guidance and support given to our company during the financial year. Along with that I would like to thank the management team for their co-operation, co-ordination and support which lead to furtherance of TGB Banquets and Hotels Ltd. Last but not the least, I would like to thank all members of our TGB family for their efforts, contributions, loyalty and belief by working together and delighting customers.

**Narendra Somani**  
Chairman and Managing Director

**Two words that change the way  
we approach our life  
“CAN I or I CAN”  
Think and choose the right option  
& create a difference in your Life**



## 22<sup>nd</sup> Annual Report

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<b>Annual General Meeting</b>	: Wednesday, September 29, 2021
<b>Time</b>	: 11:00 A.M.
<b>Venue</b>	: "THE GRAND BHAGWATI" Plot no. 380, Bodakdev, S. G. Highway, Ahmedabad - 380054
<b>Book Closure Dates</b>	: <b>Monday, September 20, 2021 to Wednesday, September 29, 2021</b> (Both days Inclusive) for the purpose of 22 <sup>nd</sup> AGM

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

<b>Mr. Narendra G. Somani</b> (DIN: 00054229)	- Chairman & Managing Director
<b>Mr. Devanand G. Somani</b> (DIN: 00515959)	- Whole-time Director
<b>Mr. Hemant G. Somani</b> (DIN: 00515853)	- Whole-time Director
<b>Ms. Anjali Tolani</b> (DIN: 06958982) (Upto 14 <sup>th</sup> August, 2021)	- Independent Director
<b>Mr. Mansukhlal A. Nakrani</b> (DIN: 02055297)	- Independent Director
<b>Mrs. Jasmin J. Doshi</b> (DIN: 08686876)	- Independent Director
<b>Mr. Nishit B. Popat</b> (DIN: 09279612) (Additional Director) (w.e.f 14 <sup>th</sup> August, 2021)	- Independent Director

**COMPANY SECRETARY****Ms. Priyanka K. Gola****AUDITORS**

**M/s. Suresh R. Shah & Associates**  
Chartered Accountants  
(Firm Registration Number: 110691W)  
(Up to August 24, 2021)

**Registered Office**

**"The Grand Bhagwati"**  
Plot No. 380, S.G. Road,  
Bodakdev, Ahmedabad- 380054  
E-mail: [cs@tgbhotels.com](mailto:cs@tgbhotels.com)  
Website: [www.tgbhotels.com](http://www.tgbhotels.com)  
**CIN: L55100GJ1999PLC036830**

**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](mailto:ahmedabad@linkintime.co.in)

**CHIEF FINANCIAL OFFICER****Mr. Ashish R. Thakkar****SECRETARIAL AUDITORS**

**M/s. Umesh Ved & Associates**  
Practicing Company Secretaries  
(Firm Registration No.:2924)

**LISTED ON:**

Bombay Stock Exchange Limited  
Script ID: 532845

National Stock Exchange of India Limited  
Code: TGBHOTELS

**EQUITY SHARES**

ISIN DEMAT CODE: INE797H01018

**BANKERS**

State Bank of India  
Indian Overseas Bank  
The social co-operative Bank

## NOTICE

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of TGB BANQUETS AND HOTELS LIMITED will be held on **Wednesday, September, 29, 2021 at 11:00 AM** at the registered office of the company situated at "The Grand Bhagwati" Plot No: 380, S.G. Road, 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 March 31, 2021 and the Statement of Profit and Loss for the year ended on March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.

#### 2. Appointment of director retiring by rotation

To reappoint a director in place of Mr. Hemant G. Somani (DIN: 00515853), who retire by rotation and being eligible, offer himself for re-appointment.

#### 3. Appointment of Statutory Auditor of the company to fill casual vacancy.

To appoint and if thought fit to pass, with or without modifications, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Prakash Tekwani & Associates, Chartered Accountants, (Firm Registration No: 120253W) be and is hereby appointed as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No: 110691W).

**"RESOLVED FURTHER THAT** M/s. Prakash Tekwani & Associates, Chartered Accountants (Firm Registration No: 120253W) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting, until the conclusion of the 24<sup>th</sup> Annual General Meeting on such remuneration as may be fixed by the audit committee and /or the board of directors of the Company, apart from the reimbursement of the pocket expenses as may be incurred by them for the purpose of audit.

### SPECIAL BUSINESS:

#### 4. To approve continuation of employment of Mr. Devanand G. Somani (DIN: 00515959) as a Whole-time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Devanand G. Somani (DIN:00515959) as a Whole-time Director of the Company for a period of five years commencing from January 26, 2021 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors, which shall be within the overall limits prescribed under the provisions of the Companies Act, 2013 from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of Sections 197 and 198 of the Companies Act, 2013 in any financial year and on the terms and conditions, benefits and perquisites, as set out in the draft agreement proposed to be entered into between the Company and Mr. Devanand G. Somani (DIN: 00515959) with an authority to the Board of Directors to finalize and execute it

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower as the Minimum Remuneration, unless otherwise determined by the Nomination and Remuneration Committee and the Board of Directors."

**"RESOLVED FURTHER THAT** in case of no profits or if profits of the Company in any financial year is inadequate, in addition to the above, the Whole-time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- Encashment of leave at the end of the tenure.

**"RESOLVED FURTHER THAT** Mr. Devanand G. Somani (DIN: 00515959) shall be liable to retire by rotation and his terms and conditions of the appointment shall be governed as per the Agreement to be entered into for a period of five years."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

#### 5. To approve continuation of employment of Mr. Hemant G. Somani (DIN: 00515853) as a Whole-time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Hemant G. Somani (DIN:

00515853) as a Whole-time Director of the Company for a period of five years commencing from January 26, 2021 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors, which shall be within the overall limits prescribed under the provisions of the Companies Act, 2013 from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of Sections 197 and 198 of the Companies Act, 2013 in any financial year and on the terms and conditions, benefits and perquisites, as set out in the draft agreement proposed to be entered into between the Company and Mr. Hemant G. Somani (DIN: 00515853) with an authority to the Board of Directors to finalize and execute it

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower as the Minimum Remuneration, unless otherwise determined by the Nomination and Remuneration Committee and the Board of Directors."

**"RESOLVED FURTHER THAT** in case of no profits or if profits of the Company in any financial year is inadequate, in addition to the above, the Whole-time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- a) Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- c) Encashment of leave at the end of the tenure.

**"RESOLVED FURTHER THAT** Mr. Hemant G. Somani (DIN: 00515853) shall be liable to retire by rotation and his terms and conditions of the appointment shall be governed as per the Agreement to be entered into for a period of five years."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

#### 6. Regularization of Mr. Nishit Bharatbhai Popat (DIN: 09279612) as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there-under, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members of the Company be and is hereby accorded to appoint Mr. Nishit B. Popat (DIN: 09279612), who was appointed as an Additional Director designated as Non-executive Independent Director of the Company by the Board of Directors with effect from August 14, 2021, in terms of section 161(1) of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years up to the conclusion of 27<sup>th</sup> Annual General Meeting of the Company, not liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

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

Place: Ahmedabad  
Date: August 25, 2021

Priyanka K. Gola  
(Company Secretary)  
ACS No. 51147

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 carrying voting right. Members holding more than ten percent of the total Share Capital of the Company carrying voting right 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, 20<sup>th</sup> September, 2021 to Wednesday, 29<sup>th</sup> September, 2021 (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. September 22, 2021.**
9. The remote e-voting period will commence on Sunday 26<sup>th</sup> September, 2021 [9:00 AM] and ends on Tuesday, 28<sup>th</sup> September, 2021 [5:00 PM]. During this period, Members holding shares either in physical form or demat form, as on cut-off date i.e. 22<sup>nd</sup> September, 2021 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 7 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). 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 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](http://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. In accordance with, the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

The register of Members and Share transfer books of the Company shall remain closed From Monday, 20<sup>th</sup> September, 2021 to Wednesday, 29<sup>th</sup> September 2021 (Both days Inclusive).

16. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for the financial year 2020-21 will also be available on the Company's website [www.tgbhotels.com](http://www.tgbhotels.com) and also on the website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](mailto:cs@tgbhotels.com)
17. The Route Map for the venue of the 22<sup>nd</sup> 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 22<sup>nd</sup> Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 22<sup>nd</sup> 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 (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.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. Wednesday, 29<sup>th</sup> September, 2021.
22. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
23. **Voting through Electronic means:**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Sunday, September, 26, 2021, at 09:00 A.M. and ends on Tuesday, September 28, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 22, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 22, 2021.

**How do I vote electronically using NSDL e-Voting system?**

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:..

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account</li> </ol>



Type of shareholders	Login Method
	<p>number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider</b> i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

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

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 117541 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

#### Step 2: Cast your vote electronically on NSDL e-Voting system.

##### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [umesh@umeshvedcs.com](mailto:umesh@umeshvedcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ishu Tayal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@thbhotels.com](mailto:cs@thbhotels.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@tgbhotels.com](mailto:cs@tgbhotels.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. The Scrutinizer shall, after the conclusion of voting at the 22<sup>nd</sup> Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.

**EXPLANATORY STATEMENTS:**

Pursuant to Section 102(1) of the Companies Act, 2013, The Following Explanatory Statements set out all material facts relating to the Special Business mentioned at item No. 04 and 05 of the accompanying Notice dated August 25, 2021:

**Item No: 4**

Mr. Devanand G. Somani (DIN: 00515959 ), who was appointed as Executive Director of the Company by the members on September 23, 2015 for a period of five years from the October 01, 2015, the present term of Mr. Devanand G. Somani (DIN: 00515959 ), was ended on September 30, 2020.

Keeping in view that Mr. Devanand G. Somani (DIN: 00515959), has rich and varied experience in the catering and hotel industry and has been involved in the operations of the Company over a long period of time. It would be in the interest of the Company to continue the employment of Mr. Devanand G. Somani (DIN: 00515959), as Whole-time Director designated as Executive Director. Mr. Devanand G. Somani (DIN: 00515959), guided the Company through his two decades of experience in the catering and hotel Industry to emerge the Company as a leader in the catering and hotel Industry. Pursuant to recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company passed a resolution on January 25 2021 approving re-appointment of Mr. Devanand G. Somani (DIN: 00515959), as Whole-time Director designated as Executive Director for a further period of five years commencing from January 26, 2021 to January 25, 2026 which is subject to the approval of the members of the Company at this Annual General Meeting. This explanatory statement may also be read and treated as disclosure in compliance with requirement of Section 196 and as a written memorandum setting out the terms of appointment of Mr. Devanand G. Somani, pursuant to Section 190 of the Companies Act, 2013.

The Details of the remuneration payable to Mr. Devanand G. Somani (DIN: 00515959), and the terms and conditions of the re-appointment are given below:

The terms and condition as agreed for re-appointment are as under:

- i. **Salary:** Rs. 2,00,000/- per month with the authority to the board for revision thereof on a date to be determined by the Nomination and Remuneration Committee, which is payable to them by part of their remuneration.
- ii. **Commission:** The commission will be calculated and payable on the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.
- iii. **Perquisites:** The Whole-time Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above;
  - a. **Housing:** The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Executive Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time.
  - b. **Medical Re-imbursment:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
  - c. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
  - d. **Club Fees:** Fees of clubs, subject to a maximum of three clubs.
  - e. **Personal Accident Insurance/Group Life Insurance:** As per Company's rules.
  - f. **Provident Fund/Pension:** as per Company's rules.
  - g. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
  - h. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Executive Directors for business and personal use.
  - i. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Executive Directors.
  - j. **Servant:** Reimbursement of servant's salary, subject to a maximum of two servants.
  - k. **Watchman:** Reimbursement of watchman's salary, subject to a maximum of two watchmen.

**The other terms and conditions:**

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Devanand G. Somani as Whole-time Director, salary and perquisites subject to the limits stipulated under Schedule-V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. Devanand G. Somani.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Whole-time Director for attending the meetings of the Board of Directors or Committees thereof.
- f. The whole-time Directors shall be liable to retire by rotation.

- g. The prerequisites as listed above shall be valued as per the Income Tax Rules, 1962 as may be applicable.
6. Either party shall terminate this agreement by giving to the other advance notice of three months, provided that the company may waive the notice by giving in cash the remuneration for three months which the Whole-time director would have received had he remained in office for the said three months.

All other existing terms and conditions for the re-appointment shall remain unchanged and the disclosure under SEBI (LODR) Regulations, 2015 is provided at Annexure A of this Notice. Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Hemant G. Somani. The Board of Directors recommends the resolution in relation to the re-appointment of Executive Director, for the approval of the Members of the Company.

Except Mr. Narendra G. Somani, Devanand G. Somani, Hemant G. Somani and their relatives, none of Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

#### Item No: 05

Mr. Hemant G. Somani (DIN: 00515853), who was appointed as Executive Director of the Company by the members on September 23, 2015 for a period of five years from the October 01, 2015, the present term of Mr. Hemant G. Somani (DIN: 00515853) was ended on September 30, 2020

Keeping in view that Mr. Hemant G. Somani (DIN: 00515853), has rich and varied experience in the Hospitality, event Management and outdoor Catering business and has been involved in the operations of the Company over a long period of time. It would be in the interest of the Company to continue the employment of Mr. Hemant G. Somani (DIN: 00515853), as Whole-time Director designated as Executive Director. Mr. Hemant G. Somani (DIN: 00515853), guided the Company through his two decades of experience in the hotel and catering Industry to emerge the Company as a leader in the Hospitality and Outdoor catering Industry. Pursuant to recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company passed a resolution on January 25, 2021 approving re-appointment of Mr. Hemant G. Somani (DIN: 00515853), as Whole-time Director designated as Executive Director for a further period of five years commencing from January 26, 2021 to January 25, 2026 which is subject to the approval of the members of the Company at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with requirement of Section 196 and as a written memorandum setting out the terms of appointment of Mr. Hemant G. Somani, (DIN: 00515853), pursuant to Section 190 of the Companies Act, 2013.

The Details of the remuneration payable to Mr. Hemant G. Somani (DIN: 00515853), and the terms and conditions of the re- appointment are given below:

The terms and condition as agreed for re-appointment are as under:

- i. **Salary:** Rs. 2,00,000/- per month with the authority to the board for revision thereof on a date to be determined by the Nomination and Remuneration Committee, which is payable to them by part of their remuneration.
- ii. **Commission:** The commission will be calculated and payable on the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.
- iii. **Perquisites:** The Whole-time Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above;
  - a. **Housing:** The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Executive Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time.
  - b. **Medical Re-imburement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
  - c. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
  - d. **Club Fees:** Fees of clubs, subject to a maximum of three clubs.
  - e. **Personal Accident Insurance/Group Life Insurance:** As per Company's rules.
  - f. **Provident Fund/Pension:** as per Company's rules.
  - g. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
  - h. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Executive Directors for business and personal use.
  - i. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Executive Directors.
  - j. **Servant:** Reimbursement of servant's salary, subject to a maximum of two servants.
  - k. **Watchman:** Reimbursement of watchman's salary, subject to a maximum of two watchmen.
5. The other terms and conditions of the re-appointment as agreed are as under:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Devanand G. Somani as Whole-time Director, salary and perquisites subject to the limits stipulated under Schedule-V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. Hemant G. Somani.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Whole-time Director for attending the meetings of the Board of Directors or Committees thereof.
- f. The whole-time Directors shall be liable to retire by rotation.
- g. The perquisites as listed above shall be valued as per the Income Tax Rules, 1962 as may be applicable.
6. Either party shall terminate this agreement by giving to the other advance notice of three months, provided that the company may waive the notice by giving in cash the remuneration for three months which the Whole-time director would have received had he remained in office for the said three months.

All other existing terms and conditions for the re-appointment shall remain unchanged and the disclosure under SEBI (LODR) Regulations, 2015 is provided at Annexure A of this Notice. Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Hemant G. Somani (DIN: 00515853). The Board of Directors recommends the resolution in relation to the re-appointment of Executive Director, for the approval of the Members of the Company.

Except Mr. Narendra G. Somani, Devanand G. Somani, Hemant G. Somani and their relatives, none of Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

#### Item No; 06

#### Regularization of Appointment of Mr. Nishit B. Popat (DIN: 09279612) as a non-executive Independent Director of the company:

Mr. Nishit B. Popat (DIN: 09279612) was appointed as an Additional Director by the Board of Directors on August 14, 2021. In accordance with the provisions of Section 161 of the Companies Act, 2013, pursuant to the said section the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received a recommendation from the Nomination and Remuneration Committee constituted under Section 178(1) of the Companies Act, 2013 for regularization of Mr. Nishit B. Popat (DIN: 09279612) as an Independent Director of the company. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

The company proposes to appoint Mr. Nishit B. Popat (DIN: 09279612) as an Independent Director of the company. The Company also received consent in writing to act as a Director in Form DIR-2 from Mr. Nishit B. Popat (DIN: 09279612), pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. An intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013, declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Nishit B. Popat (DIN: 09279612) fulfills the conditions specified in the Companies Act, 2013 and the Rules framed there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is an independent of the management.

The Resolution set out at Item No.6 of the notice is put for the consideration of the members as an Ordinary Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mr. Nishit B. Popat (DIN: 09279612) as an Independent Director of the Company. The terms and conditions of appointment of Mr. Nishit B. Popat (DIN: 09279612) shall be open for an inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Brief profile of Mr. Nishit B. Popat (DIN: 09279612) together with other details as required under SEBI (LODR) Regulation is provided as an annexure to the notice calling 22nd Annual General Meeting. The Board feels that presence of Mr. Nishit B. Popat (DIN: 09279612) on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

Except Mr. Nishit B. Popat (DIN: 09279612), None of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution.

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

Priyanka K. Gola  
(Company Secretary)  
ACS No. 51147

Place: Ahmedabad  
Date: August 25, 2021

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

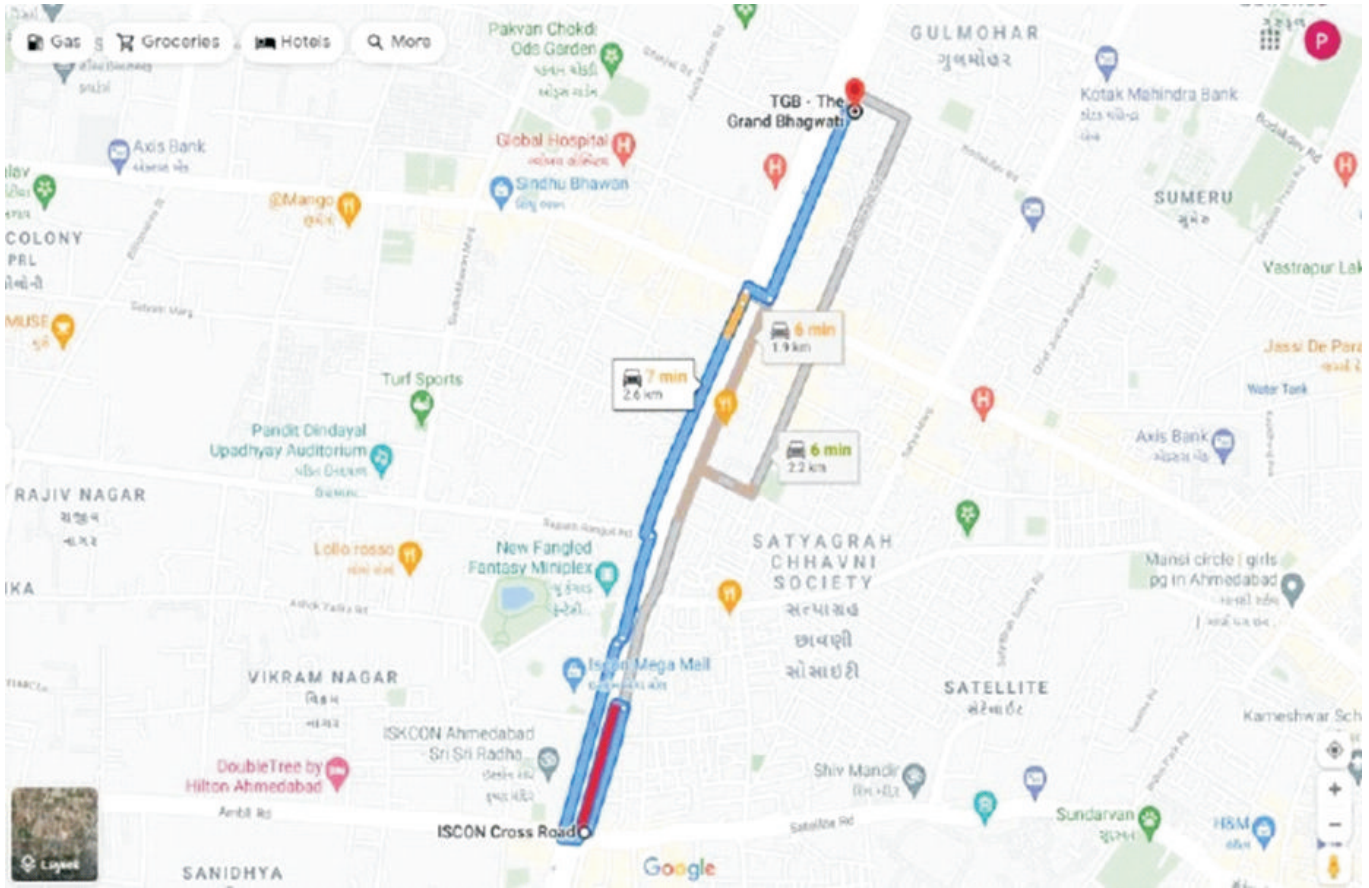
## Annexure to the Explanatory Statement

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings(SS-2) issued by Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment / continuation of appointment at 22<sup>nd</sup> Annual General Meeting

Name of the Directors	Mr. Devanand G. Somani (DIN:00515959)	Mr. Hemant G. Somani (DIN:00515853)	Mr. Nishit B. Popat (DIN: 09279612)
Date of Birth	22.04.1971	06.05.1976	24.11.1992
DIN	00515959	00515853	09279612
Date of re-appointment/appointment	25.01.2021	25.01.2021	14.08.2021
Father/Husband Name	Shri. Gurmukhdas Somani	Shri. Gurmukhdas Somani	Shri. Bharatbhai Popat
Qualification	F.Y. B.COM	F.Y. B.COM	M.Com., LL.B., Professional (Corporate Law Consultant)
Nature Expertise in specific functional Area	Hospitality & Event Management	Hospitality & Event Management	Having expertise in Corporate Laws more specifically in the Companies Act, Labor Law, SEBI Laws, IPR Laws, FEMA, RBI etc and he achieved his goal too soon. In addition to the above he is having core expertise in liaisoning with various government authorities, appearance before quasi-judicial authorities etc.
Profile of the Director	Mr. Devanand Somani having more than 25+ years of experience in hospitality and event management, he is Whole time Director of the company , he is managing outdoor catering business since his appointment with the company.	Mr. Hemant Somani is having more than 25+ years of experience in hospitality and event management, he is Whole-time director of the Company, he is Managing outdoor catering Business since his appointment with the Company.	Mr. Nishit Popat is having more than 5 years of experience as Corporate Law Consultant in form of his proprietorship. Where his firm is serving corporate services to well-known existing corporate as well as to new establishments and young entrepreneurs too.
Details of remuneration sought to be paid/proposed remuneration	Mr. Devanand Somani has been waived off his right for receiving remuneration from the Company.	2 Lakh per month	Being independent Director, he will receive sitting fees for the meeting of the board attended by him during his term of appointment.
Details of remuneration last drawn by such person, if any	As per agreement	As per agreement	Details are given in Corporate Governance report.
Directorships held in other Public Companies (excluding foreign and Private Companies)	NIL	NIL	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees of other Boards	NIL	NIL	NIL
Share holding in the Company	1083400	775350	NIL
Relationship between directors inter-se, with KMPs	Brother of Mr. Narendra G. Somani and Mr. Hemant G. Somani	Brother of Mr. Narendra G. Somani and Mr. Devanand G. Somani	No relation
No. Board Meeting/ Audit Committee Meeting attended during the F.Y. 2020-21	05 (Five) out of 5	05 (Five) out of 5	0 (Zero) Out of 5 (w.e.f 14th August, 2021)

### Route Map to the 22<sup>nd</sup> Annual General Meeting (AGM) Venue.

Venue of 22<sup>nd</sup> AGM:  
“The Grand Bhagwati” Plot No:380,  
Bodakdev, S.G Highway,  
Ahmedabad- 380054





## DIRECTORS' REPORT

To,

The Members,

Your directors have pleasure in presenting their 22<sup>nd</sup> Annual Report with the Audited Financial Statements for the financial year ended March 31, 2021.

### FINANCIAL RESULTS

The financial performance of the Company for the year ended on March 31, 2021 is summarized below:

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2021	Year ended 31 <sup>st</sup> March, 2020
Revenue from Operation	1479.14	3358.02
Other Income	147.17	2031.43
<b>Total Revenue</b>	<b>1626.31</b>	<b>5389.45</b>
Less : Total Expenditure	2462.67	5347.42
Profit from Operations before Exceptional Items and Tax	(836.23)	42.03
Add : Exceptional Items	-	-
<b>Profit before tax</b>	<b>(836.23)</b>	<b>42.03</b>
Less : Provision for taxation	0.00	5.00
Less : Deferred tax Liability	(11.69)	(49.11)
<b>Profit after tax</b>	<b>(824.54)</b>	<b>86.14</b>
Other Comprehensive Income	-	-
Items that will not be reclassified to P & L :		
Re-measurement of defined benefits plans (net of tax)	6.64	33.21
<b>Total Comprehensive Income</b>	<b>(817.90)</b>	<b>119.35</b>

\* Previous year figures have been regrouped & rearranged wherever consider necessary.

### REVIEW OF OPERATIONS

During the financial year 2020-21, your company booked total revenue of ₹1626.31 Lakh as compared to ₹ 5389.45 Lakhs in financial year 2019-20. This year, your company booked operating profit of ₹ (824.54) Lakhs as compared to ₹ 86.14 Lakhs in the previous financial year.

### IMPACT OF COVID-19 PANDEMIC

Due to the Covid-19 pandemic, the world's economy was shut down almost overnight. The pandemic has confronted the hospitality industry with an unprecedented challenge. Strategies to flatten the COVID-19 curve such as community lockdowns, social distancing, stay-at-home orders, travel and mobility restrictions have resulted in temporary closure of many hospitality businesses and significantly decreased the demand for businesses that were allowed to continue to operate. Almost all restaurants were asked to limit their operations to only take-outs. Restrictions placed on travel and stay-at-home orders issued by the authorities led to sharp decline in hotel occupancies and revenues. However, the reopening process has slowly begun and authorities have started to ease restrictions, for example, allow dine-in restaurants to reopen at a reduced capacity with strict social distancing guidelines, and gradually reduce restrictions on domestic and international travel.

The domestic hospitality industry, which has been severely affected by the COVID-19 related disruptions, is likely to witness a decline of over 65 per cent in 2020-21, according to a report. However, there might be a recovery in demand in the later part of financial year 2021-22 as vaccine rollouts gains traction.

The domestic hospitality industry has been one of the worst-hit sectors, severely affected by the COVID-19 pandemic and subsequent lockdowns, which restricted mobility and hotel occupancies in all the major markets, research observed that pan-India occupancy hit an all-time low of 18-20 per cent in eight months of the financial year 2021, down from 64-65 per cent in the previous year.

The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of the financial statements.

### 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 March 31, 2021.

### MANAGEMENT DISCUSSION AND ANALYSIS

In compliance with Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate section on

the Management Discussion and Analysis giving details of overall industry structure, developments, performance and state of affairs of the Company's business, is annexed as an Annexure-"A".

#### PERFORMANCE OF SUBSIDIARY COMPANY

Pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) 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), the Company has divested its Investment from its Wholly owned subsidiary company viz. Lov Kush Properties Private Limited, and Consequently, Lov Kush Properties Private Limited has also ceased to be a wholly owned subsidiary of TGB Banquets and Hotels Limited with effect from the conclusion of Board Meeting dated 24<sup>th</sup> July, 2020 consequently announce on September 02, 2020 in the outcome of board meeting that Lov Kush Properties Private Limited has fully ceased to be a wholly owned subsidiary of TGB Banquets and Hotels Limited with effect from the conclusion of this Board Meeting viz. September 02, 2020. Necessary Agreement regarding the sale of shares and other process has been done by the management in due course of time.

#### RELATED PARTY TRANSACTIONS

All transactions entered by the Company during the financial year 2020-21 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company has entered into related parties transactions are mention in notes to financial statements. 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](http://www.thegrandbhagwati.com/assets/investors/uploads/Related_Party_Transaction_Policy.pdf)

Disclosures on related party transactions are set out in note no. 2.38 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. As on March 31, 2021, 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.

#### TRANSFER TO RESERVES

During the financial year under review, the Board has not proposed to transfer any amount to Reserves.

#### MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED DURING THE FINANCIAL YEAR.

- Mr. Shilam Vora, (DIN: 08285124) Independent Director has been tendered his resignation with effect from August 25, 2020, in place of whom, appointment of Ms. Jasmin Doshi (DIN: 08686876) has been approved by board directors at their meeting held on November 09, 2020 consecutively by the shareholders at 21<sup>st</sup> Annual General Meeting.

#### MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT

- Ms. Anjali Tolani, (DIN: 06958982) Independent Director of the company, have tender his resignation on the board of the company with immediate effect from August 14, 2021, and board has taken note of the same on board meeting.
- Mr. Nishit Popat, (DIN: 09279612), has been appointed as an Additional Director designated as Non-Executive Independent Director of the Company on the Board Meeting held on August 14, 2021.
- 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 Prakash Tekwani & 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 Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No.120253W) wide resignation letter dated August 24, 2021.

#### COMPLAINT WITH THE SECRETARIAL STANDARD

The Company has complied with all the provisions of Secretarial Standards (SS) on the Board Meeting and General Meetings issued by the Institute of Company Secretaries of India (ICSI).

#### 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 Annual Report 2020-21.

- Mr. Shilam Vora, (DIN: 08285124) Independent Director has been tendered his resignation with effect from August 25, 2020, in place of whom, appointment of Ms. Jasmin Doshi (DIN: 08686876) has been approved by board directors at their meeting held on November 09, 2020 consecutively by the shareholders at 21<sup>st</sup> Annual General Meeting.
- Ms. Anjali Tolani, (DIN: 06958982) Independent Director of the company, have tender his resignation on the board of the company with immediate effect from August 14, 2021, and board has taken note of the same at board meeting.
- Mr. Nishit B. Popat, (DIN: 09279612), has been appointed as an Additional Director designated as Non-Executive Independent Director of the Company on the Board Meeting held on August 14, 2021.

**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.

- Ms. Anjali Tolani, Independent Director has been tendered their resignation with effect from August 14, 2021, in place of Ms. Anjali Tolani (DIN: 06958982), the Board has appointed Mr. Nishit B. Popat (DIN: 09279612) as an Additional Director designated at non-executive Independent Director of the Company w.e.f August 14, 2021.
- Mr. Shilam Vora, (DIN: 08285124) Independent Director has been tendered his resignation with effect from August 25, 2020, in place of whom, appointment of Ms. Jasmin Doshi (DIN: 08686876) has been approved by board directors at their meeting held on November 09, 2020 consecutively by the shareholders at 21<sup>st</sup> Annual General Meeting.
- 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. Hemant G. Somani (DIN: 00515853) will retire by rotation at the 22<sup>nd</sup> Annual General Meeting and being eligible, offer himself for re-appointment.

The board recommends his appointment.

**4. RE-APPOINTMENTS/APPROVALS FOR EXECUTIVE DIRECTORS**

pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force and the Articles of Association of the Company, consent of the Board of the Company be and is hereby taken to re-appoint Mr. Hemant G. Somani (DIN: 00515853) and Mr. Devanand Somani (DIN: 00515959) as a Whole-time Directors of the Company for a period of five years commencing from January 26, 2021, subject to approval of Shareholders in this Annual General Meeting.

Mr. Hemant G. Somani (DIN: 00515853) was re-appointed as Whole time Director, designated as Executive Director of the Company, who is to retire by rotation at the 22nd Annual General Meeting and being eligible, offers himself for re-appointment. The board recommends his appointment.

**5. CHANGES IN OTHER KEY MANAGERIAL PERSONNEL**

During the year there is no any appointment or resignation by the key managerial personnel other than mentioned in the Notice of 22nd Annual General Meeting.

**6. PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosures 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 22nd Annual General Meeting.

**7. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO PROFICIENCY, INTEGRITY OF INDEPENDENT DIRECTORS APPOINTED DURING THE FINANCIAL YEAR**

Subject to the provisions contained in sub-section (5) of section 149, an independent directors proposed to be appointed on the board are selected from a data bank containing names, addresses and qualifications of persons who are eligible and willing to act as independent directors, maintained by Indian Institute of Corporate Affairs as notified by the Central Government, having expertise in creation and maintenance of such data bank. Board has given their opinion and received recommendation from its Nomination and Remuneration Committee for such appointments.

**PERFORMANCE EVALUATION CRITERIA FOR DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) 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 has also reviewed the performance of the Board, its Committees and of the Directors.

In a separate meeting of independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company and Whole time Directors was evaluated.

**INDEPENDENT DIRECTORS DECLARATION**

The Company has received declarations from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (the Act) and the Listing Regulations.

**AUDIT COMMITTEE**

Details pertaining to composition of the Audit Committee are included in the Report on Corporate Governance. All the recommendations made by the Audit Committee were accepted by the Board. There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review

**BOARD AND COMMITTEE MEETINGS**

During the year, Five Board and Four Audit Committee Meetings were convened and held on 24.07.2020, 02.09.2020, 09.11.2020, 25.01.2021, 12.02.2021. The details of which are provided in the Corporate Governance Report, forming part of the Directors' Report.

"The mandatory requirement of holding meetings of the Board of the companies within the intervals provided of one hundred and twenty days as per section 173 of the Companies Act, 2013 stands extended by the Ministry of corporate affairs vide their general circular General Circular No. 11/2020 date March 24, 2020 for period of 60 days till next two quarters i.e., till 30<sup>th</sup> September.

**MEETING OF INDEPENDENT DIRECTORS**

A separate meeting of Independent Directors as required under the Schedule IV of the Companies Act, 2013 was held on February 12, 2021, without presence of Executive Directors. Such meeting was conducted to review and evaluate (a) the performance of Non-Independent Directors and the Board as a whole, (b) the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors and (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors expressed their satisfaction with the performance of Non-Independent Directors and the Board as a whole and the Chairman of the Independent Directors meeting briefed the outcome of the meeting to the Chairman of the Board. The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

**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 March 31, 2021, 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 AUDITOR(S)**

At the Annual General Meeting held on Friday, September 28, 2018 the members approved the appointment of M/s. Suresh R. Shah & Associates., Chartered Accountants, (Firm Registration No. 110691W), Ahmedababd as Statutory Auditor(s) to hold office from the conclusion of 19<sup>th</sup> Annual General Meeting till the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company. M/s. Suresh R. Shah & Associates has placed their resignation on August 24, 2021 and the Board has approved the same at their meeting held on August 25, 2021 called on shorter notice through the approval of the Board. The Board has proposed to M/s. Prakash Tekwani & Associates, Chartered Accountants, (Firm registration No. 120253W), Ahmedabad to work as Statutory Auditors of the Company at their meeting held on August 25, 2021. The consent letter and eligibility certificate has been received from M/s. Prakash Tekwani & Associates, Chartered Accountants, (Firm registration No. 120253W). The Board has decided with recommendation of audit committee for a remuneration of rupees two Lakhs per annum, to pass Ordinary Resolution regarding such appointment. M/s. Prakash Tekwani & Associates, Chartered Accountants, (Firm registration No. 120253W) were appointed to hold office for the

financial year 2021-22. Further, the Board has proposed the appointment of M/s. Prakash Tekwani & Associates, Chartered Accountants, (Firm registration No. 120253W) to hold office from the conclusion of 22<sup>nd</sup> Annual General Meeting till the conclusion of 24<sup>th</sup> Annual General Meeting of the Company. The appointment is accordingly proposed in the Notice of the current Annual General Meeting vide item no. 03 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.

#### AUDITORS REPORT

The Statutory Auditors have issued unmodified opinion in their Standalone Auditor's Report for the financial year ended 31<sup>st</sup> March, 2021 and there are no qualifications, reservations or adverse remarks in the Auditor's Report.

#### INTERNAL AUDITORS

The Board of Directors of the Company have appointed M/s. Dhirajlal Shah & Associates, Chartered Accountants, Ahmedabad, as an Internal Auditors to conduct Internal Audit of the Company for the Financial Year 2020-21 and the Internal Auditors have presented the observations to the Audit Committee at their meeting held quarterly basis.

#### SECRETARIAL AUDITOR(S)

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 to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2021.

The Secretarial Audit Report in Form MR- 3 for the financial year ended 31<sup>st</sup> March, 2021 is annexed herewith as Annexure- "B". The report of the Secretarial Auditor is self explanatory.

The appointment of M/s. Umesh Ved & Associates, Practicing Company Secretary, ceased to be effective on 31<sup>st</sup> March, 2021. The Board has re-appointed M/s. Umesh Ved & Associates, Practicing Company Secretary as the Secretarial Auditor of your Company for the Financial Year 2021-22.

#### THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS

There were no instances of non-compliance by the company and no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance requirements under the Act and as stipulated under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. A separate section on detailed report on the Corporate Governance practices followed by the Company along with a certificate from M/s. Umesh Ved & Associates, Practicing Company Secretaries, Ahmedabad confirming the compliance is part of the 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 (DIN: 00054229). Other members of the Committee are Mr. Hemant G. Somani (DIN: 000515853) and Ms. Anjali Tolani (DIN: 06958982). 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 at [http://thegrandbhagwati.com/uploads/policies/corporate\\_social\\_responsibility\\_policy.pdf](http://thegrandbhagwati.com/uploads/policies/corporate_social_responsibility_policy.pdf).

As part of its initiatives taken under Corporate Social Responsibility [CSR], due to the pandemic situation of COVID-19 and lockdown on the states and other educational institutions, the Company has not contributed any amount for the CSR activity for the Financial Year 2020-21. Other details of the CSR activities as required under Section 135 of the Act are given in the CSR Report at Annexure-"C".

**Note:** Ms. Anjali Tolani (DIN: 06958982) has been tender her resignation from the post of independent director of the company with effect from August 14, 2021.

#### MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES POLICIES UNDER COMPANIES ACT, 2013/SEBI (LODR) REGULATIONS

##### I. Code of Conduct and Vigil Mechanism/Whistle Blower Policy

The Company has in place a mechanism for employees for reporting genuine concerns from reprisal and victimization. During the year under review, the Company has amended Code of Conduct and Vigil Mechanism/Whistle Blower Policy which has been disseminated to all the Directors, Officers, Employees and Associates and they are free to report undesirable practices, events, violations/suspected violations of the TGB Code in terms of the policy. The policy is also available in the 'Investor Relations' section at the Company's website [www.tgbhotels.com](http://www.tgbhotels.com). During the year under review, no concerns have been received by the Company from any of the Directors, Officers, Employees and Associates pertaining to the Code and Vigil Mechanism.

Vigil Mechanism/Whistle Blower Policy is disclosed on the website of the Company at [http://thegrandbhagwati.com/uploads/policies/whistle\\_blower\\_policy.pdf](http://thegrandbhagwati.com/uploads/policies/whistle_blower_policy.pdf)

**Note:** Ms. Anjali Tolani (DIN: 06958982) has been tender her resignation from the post of independent director of the company

with effect from 14<sup>th</sup> August, 2021.

## II. Nomination and Remuneration Policy

The Company has in place the Nomination & Remuneration Policy which lays down the criteria for appointment, evaluation of performance of Directors and remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and other employees and there has been no change in the policy since the last Financial Year. During the year under review, the Company has taken necessary approval/recommendation, wherever required, from Nomination and Remuneration Committee in terms of the policy. Nomination and Remuneration Policy is disclosed on the website of the Company at [http://thegrandbhagwati.com/uploads/policies/remuneration\\_policy.pdf](http://thegrandbhagwati.com/uploads/policies/remuneration_policy.pdf)

### INFORMATION TO BE FURNISHED UNDER RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosure of information under Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in the Director's Report is annexed to this Report.

### STATEMENT UNDER RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

There are no employees drawing remuneration of more than Rs. 48 lakhs annually or drawing remuneration of Rs. 4 lakhs per month if employed part of the year as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

## III. UNPUBLISHED PRICE SENSITIVE INFORMATION POLICY

The Company has established Unpublished Price Sensitive Information policy (UPS) framed by the Board of Directors of the Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the amendment in the Regulations, in 2018 and is part of "TGB Code of Corporate Disclosure Practices. The Policy shall be reviewed periodically in accordance with review of internal control and check as well as changes or any regulatory requirements from time to time. In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy. Unpublished Price Sensitive Information policy (UPS) is disclosed on the website of the Company at [http://thegrandbhagwati.com/uploads/policies/tgb\\_policy\\_on\\_determination\\_of\\_legitimate\\_purpose.pdf](http://thegrandbhagwati.com/uploads/policies/tgb_policy_on_determination_of_legitimate_purpose.pdf).

## IV. Corporate Social Responsibility ("CSR") Policy

The Company has in place CSR policy, formulated in terms of provisions of Section 135(4) of the Act read with Rule 6 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available in the 'Investor Relations' section at the Company's website [www.tgbhotels.com](http://www.tgbhotels.com). Annual Report on CSR Activities for the Financial Year 2020-21 as required under Section 134 and 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with Rule 9 of the Companies (Accounts) Rules, 2014 is attached as 'Annexure-C' to this Report.

Corporate Social Responsibility ("CSR") Policy is disclosed on the website of the Company at [http://thegrandbhagwati.com/uploads/policies/corporate\\_social\\_responsibility\\_policy.pdf](http://thegrandbhagwati.com/uploads/policies/corporate_social_responsibility_policy.pdf)

## V. 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.

## VI. 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

## VIII. 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. Sexual Harassment Policy is disclosed on the website of the Company at [http://thegrandbhagwati.com/uploads/policies/sexual\\_harassment\\_policy.pdf](http://thegrandbhagwati.com/uploads/policies/sexual_harassment_policy.pdf)

### DETAILS OF THE NODAL OFFICER

Ms. Priyanka K. Gola, Company Secretary of the company appointed by the company as nodal officer under the provisions of IEPF and the web-address on which the said details are available as follows

[http://www.thegrandbhagwati.com/uploads/Nodal\\_Officer.pdf?v=1.1](http://www.thegrandbhagwati.com/uploads/Nodal_Officer.pdf?v=1.1).

### PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act 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**

Pursuant to Section 92(3) of the Companies Act, 2013, the Extract of Annual Return in Form MGT-9 is attached as Annexure-E and it is part of Annual Report. The details of Annual Return is attached at company's website <http://thegrandbhagwati.com/investors.php>

**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 Act 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.

**By Order of the Board of Directors**

**For and on behalf of the Board**

**Place: Ahmedabad**

**Date: August 25, 2021**

**Narendra G. Somani**

**Chairman & Managing Director**

**(DIN: 00054229)**

## **ANNEXURE TO THE DIRECTORS' REPORT**

### **Annexure - "A" to the Directors' Report**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **Industry Structure and Development**

The current coronavirus pandemic (COVID-19) has led the world toward severe socioeconomic crisis and psychological distress. It has severely hit the economy; but the service sector, particularly the hospitality industry, is hard hit by it.

The hospitality and tourism sector is an essential tool for sustainable economic development in India. It contributed 6.8 % of total GDP and 8 % of the total employment in 2019 (The Times of India, 2020; World Travel & Tourism Council, 2019). The revenue from domestic trips in India is the most profitable sum of capital. However, with the spread of COVID-19 at the beginning of 2020, there is a significant downfall in the sector.

COVID-19 pandemic is deteriorating the hospitality and tourism sector in India like in other countries around the world. It is visible in the country's inbound, outbound, and domestic tourism. Till the December 2020, most of the hotels in India were not fully open. The hospitality industry in India been scoring a moderate growth number from the past few years and has great potential to score an even greater number in the future. The nation which is rich in culture and diversity has been attracting a large number of tourists from all over the globe. India has also been recognized as a destination for spiritual tourism for international and domestic tourists. India is showing continuous growth in position moving from 65th in 2013 to 34<sup>th</sup> position in 2019 in the World Economic Forum's travel and tourism competitiveness index.

It increases the sense of insecurity among the employees and their perception of being unemployed, adversely affecting their mental health. The potential job loss in tourism and hospitality has been estimated to be about 70 % of the sector workforce. Hotel Association of India's (HAI) Vice President K.B. Kachru has said that around 40 million workers in India's hospitality sector may lose their jobs due to COVID-19.

The Indian hotel industry has taken a hit of over Rs 1.30 lakh crore in revenue for the fiscal year 2020-21 due to the impact of the COVID-19 pandemic. "The Indian hotel industry's total revenue in FY 2019-20 stood at Rs 1.82 lakh crore. As per our estimates, in FY 2020-21, approximately 75 per cent of the industry's revenues got wiped off. That is more than Rs 1.30 lakh crore revenue hit," the FHRAI said in a statement.

#### **Opportunities and Threats**

TGB is a business model that is divided into three parts: Outdoor catering, managing hospitality properties and self-owned banquet hotels. By following a success mantra 'Going against the trend and setting new norms to succeed', Across the world most of the hospitality companies usually draw major part of their revenues from hotel rooms. TGB has reversed this norm completely that competitors might try to beat in rooms only whereas with enhanced understanding of the customer appetite and good hold on catering will keep them ahead in the race.

#### **The pandemic is driving changes to customer behavior.**

Months of self-isolation and, in many cases, significant spending constraints quickly and dramatically changed how consumers behave. And in the absence of a vaccine for the novel coronavirus and in a world facing ongoing economic pressures—the Organization for Economic Co-operation and Development (OECD) forecasts that the global economy will contract 6 percent this year<sup>1</sup>—many of these behavioral changes are likely to endure.

#### **Consumers reduce and redirect discretionary spending**

It's normal for people to reduce discretionary spending in times of social or economic uncertainty. The COVID-19 crisis also seems to have prompted consumers to re-evaluate their overall spending priorities: many pre-pandemic must-haves are now seen as nice-to-haves—at best.

Business travel, long a key driver of hospitality sector revenues, will also take time to recover, though estimates range from the end of 2020 to two or three years from now. Some portion of business travel—perhaps 5 to 10 percent—may not return at all because the companies that once paid for that travel may disappear.<sup>3</sup> Hospitality organizations will want to stay on top of business travel trends and adjust their business planning accordingly

In India Hotel Market Review 2020, during the calendar year, occupancy was 34.5% with occupancy during the pandemic period of March to December, 2020 at 27.8%. However, occupancies started improving from October 2020, averaging 38% for the period October-December, 2020. Leisure showed a positive revival in destinations such as Udaipur, Goa, Rajasthan, Agra, Mussoorie, Rishikesh, Coorg and Himachal, with city occupancies driven by staycations. Weddings were back, though curtailed in size, while business travel and corporate events were marginal.

By 2029, India's Tourism sector is expected to grow 3.7% to reach 35 trillion (USD 488 billion), and accounting for 9.2% of total economy international tourist arrival in India is expected to reach 30.5 million by 2028 India has a diverse portfolio of niche tourism products- cruise adventure, medical, wellness, sports, MICE, eco-tourism, film, rural and religious tourism. The Government of India will develop 17 iconic tourist sites in India into world class destinations as per union Budget 2019-20.

In the current scenario the Indian Hotels need to accept two things in certain. First, that guests' preferences of accommodation and dining would steer towards reputed brands that embed hygiene and safety in their products and services. Second, the hospitality sector with its resilience will survive and adapt to the changing demands of hospitality in the years to come.

With room nights cancelled, meetings and conferences annulled, and restaurants and lounges ordered to close, hotels were facing a



situation never experienced before. An industry used to yearly increasing occupancies and profits, all of a sudden got a brutal wake up call, finding themselves threatened in their existence. Adieu to the bottom line. To survive, hoteliers will have to do some serious thinking on how to overcome this situation. With nowhere to look for tested answers, We now have to reinvent ourselves and look for creative, fresh ideas to give their operation a new sense of hospitality and service.

#### Outlook

With international arrivals dropping at an alarming rate due to travel restrictions and advisories from time to time, the demand for hospitality is expected to arise mainly from the domestic sector. Within this sector, business travel has remained subdued and is being undertaken only for essential purposes or return to hometowns. As restrictions on movement were relaxed, the industry saw pent-up demand emerging from a sudden urge to travel to leisure destinations, mostly resorts, wellness centres, eco-tourism destinations and homestays within drivable distances.

Two things are certain. First, that guests' preferences of accommodation and dining would steer towards reputed brands that embed hygiene and safety in their products and services. Second, the hospitality sector with its resilience will survive and adapt to the changing demands of hospitality in the years to come.

During the period of lockdown in Q1 FY 2020-21, demand was predominantly from the 'Vande Bharat Mission', Government of India's quarantine requirements for people returning from abroad, voluntarily quarantined corporate and individual travelling guests, medical practitioners and frontliners, international travellers awaiting return and corporate business continuity teams operating out of hotels. As the government begun easing the lockdown restrictions in June 2020, economic activity started reviving slowly. However, several state governments put in place strict guidelines and standard operating procedures (SOPs) that differed across states due to differential impact of the virus. As a result, hospitality, fine dining and spas were amongst the last few businesses to reopen.

#### Revenue

The company recorded revenue of ₹ 1479.14 Lakhs during the financial year under review as compared to ₹ 3358.02 Lakhs achieved during the previous period.

#### Expenses

During the financial year 2020-21 under review, the total expenses were ₹ 2462.42 Lakhs as compared to ₹ 5347.42 Lakhs in the previous year. Due to adequate and efficient internal control system expenses of the Company has reduced marginally.

#### Key financial ratios

The key financial ratios of the Company are as follows:

1. Current Ratio is 1.49 in financial year 2020-21 as compared to 1.36 in the financial year 2019-20
2. Debt equity ratio is 0.13 in financial year 2020-21 compared to in F.Y. 2019-20 was 0.12.
3. Debt Service Coverage Ratio is (2.44) in financial year 2020-21 compared to 0.26 in financial year 2019-20.
4. Operating Profit Margin of the Company in the financial year 2020-21 is (32.07%) as compared to 71.40% in 2019-20.
5. Net Profit Margin in financial year 2020-21 is (51.42%) as compared to profit of 1.60% in financial year 2019-20.
6. Return to net worth in financial year 2020-21 is (8.62%) compared to 0.82% returned in financial year 2019-20.

#### Risks and Concerns

Due to pandemic of COVID 19, in the last financial year complete lockdown was announced for the 3 months globally. Due to which hotel industry suffered a lot, which resulting into less operation of industry and manpower need to be reduced due to not having income to fulfill the all at the same level.

The management discussed about the hospitality industry should be offered a waiver of property tax, water charges, electricity charges and excise license fees for the lockdown period.

#### Internal Control Systems and their Adequacy

The Company has institutionalised an adequate system of internal controls, with documented procedures covering all corporate functions and hotel operating units. Internal controls provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

It converges the process framework, risk and control matrix and a scoring matrix, covering all critical and important functions inter alia revenue management, hotel operations, purchase, finance, human resources and safety. A framework for each functional area is identified based on risk assessment and control, while allowing the unit to identify and mitigate high-risk areas. These policies and procedures are updated periodically and monitored by the Group Internal Audit.

The Board's Audit Committee oversees the adequacy of the internal control environment through periodic reviews of audit findings and by monitoring implementation of internal audit recommendations through compliance reports. The statutory auditors have opined in their report that there are adequate internal controls over financial reporting at TGB.

#### Review of Operational and Financial Performance

As increase in the operating revenue vis-à-vis previous year, the EBIT stands of ₹ (836.23) Lakhs in the current year vis-à-vis ₹ 42.03 Lakhs during Financial Year 2019-20. And the total comprehensive income after tax is ₹ (817.90) Lakhs as compared to previous year of ₹ 119.35. However, the business sentiments look negative and Company aims to do better, both in terms of profitability in e times to come and Company is focusing on retaining market share in highly competitive Hotel Market. The price earnings per share for equities also negative at ₹ (2.82) per share against ₹ 0.29 per share in previous year.

Annexure - "B" to the Directors' Report

Form: MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2021

[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 in electronic form using the Information Technology Tools due to COVID- 19, during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit year covering the year ended on 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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, 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018);
  - (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, 2018; **(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,**

*As per regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Incomplete set of papers were Scanned & submitted which were submitted in full at a Later date in filing the financial results for the quarter ended as on 31<sup>st</sup> March, 2020.*

*As per regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company has not published in newspaper the Extract of Financial results for the quarter and year as on 31<sup>st</sup> March, 2020.*

*As per SEBI (Prohibition of Insider Trading) Regulations, 2015, Company has not Intimated to stock Exchange regarding closure of Trading window for the quarter ended as on 30<sup>th</sup> June, 2020.*

*The requisite Form No. MGT-14 was filed after statutory period along with the additional filing fees with Registrar of Company.*

**We further report that:**

The Board of Directors of the Company is duly constituted subject to our observations made herein above. 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 are 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.

Place: Ahmedabad

Date: June 28, 2021

Umesh Ved

Umesh Ved & Associates

Company Secretaries

FCS No.: 4411

C.P. No.: 2924

UDIN: F004411C000531982

## **Annexure to 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.

Place: Ahmedabad  
Date: June 28, 2021

**Umesh Ved**  
**Umesh Ved & Associates**  
**Company Secretaries**  
FCS No.: 4411  
C.P. No.: 2924  
UDIN: F004411C000531982

**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](http://www.thegrandbhagwati.com/assets/investors/uploads/2015/02/CSR_Po.pdf)

**Composition of the CSR Committee**

Sr. No	Name	Designation
1	Mr. Narendra G. Somani	Chairman
2	Mr. Hemant G. Somani	Member
3	Ms. Anjali Tolani*	Member

**Note:** The Company Secretary of the Company acts as the Secretary for the CSR Committee

\*Ms. Anjali Tolani has been tender her resignation from the post of independent director of the company w.e.f August 14, 2021.

2. Net Profit/ loss of the Company for the immediately 3 preceding financial years: (₹ 1844.07) lakhs
3. Prescribed CSR Expenditure (two per cent of the amount as in item 2 above):NIL
4. Details of CSR spent during the financial year
  - (a) Total amount spent for the financial year 2020-21: NIL
  - (b) Amount unspent, if any: NIL
  - (c) Manner in which the amount spent during the financial year is detailed below.

(₹ in lakhs)

Sr. 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 Sub heads: 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 eradicating poverty and malnutrition	Education support and assistance to the students	Ahmedabad	NIL	NIL	49.07	Direct

5. 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.
6. As per the Section 135 (1) of the Companies Act, 2013 the company has not earned any profit during the immediately preceding 3 financial year, hence board of the directors and member of the committee has decided to not to incurred any CSR Expenditure for the F.Y 2020-21 due to company suffer many losses since the preceding three Financial Year.

**By Order of the Board of Directors  
For, TGB Banquets and Hotels Limited  
Narendra G. Somani  
Chairman CSR Committee  
(DIN: 00054229)**

Place: Ahmedabad  
Date: August 25, 2021

## 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 2020-21:

Name of the Directors	Remuneration of Director/ KMP for the financial year 2020-21 (₹ in lakhs)	% increase in Remuneration in the financial year 2020-21	Ratio of each Director to the median remuneration of the employee
<b>Executive Directors</b>			
Mr. Narendra G. Somani, Chairman & Managing Director (DIN: 00054229)	48.00	NIL	1951.22
Mr. Devanand G. Somani, Whole-time Director (DIN: 00515959)	NIL	NIL	NIL
Mr. Hemant G. Somani, Whole-time Director (DIN: 00515853)	24.00	NIL	975.61
<b>Non-Executive Directors *</b>			
Ms. Anjali Tolani (DIN: 06958982) (up to August 14, 2021)	0.00	NA	NA
Mr. Mansukhlal A. Nakrani (Independent Director) (DIN: 02255297)	0.00	NA	NA
Ms. Jasmin Doshi (Independent Director) (DIN: 08686876)	0.00	NA	NA
<b>Key Managerial Personnel</b>			
Ms. Priyanka Gola Company Secretary	2.55	(30%)	1.04
Mr. Ashish Thakkar Chief Financial Officer	15.00	NIL	NIL

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

- a. 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, Chief Financial Officer. And whereas the percentage decreases in remuneration of Company Secretary is 30%.
- b. The percentage increase in the median remuneration of employees in the financial year 2020-21 was 1.17% reflecting an improvement in the overall employee pyramid due to decrease in manpower in the Company for the reason of COVID 19.
- c. There were 77 permanent employees on the rolls of the Company as on March 31, 2021.
- d. There was no average annual increase in the salaries of the employees, other than managerial personnel. The average annual salaries of the employees were increases by 1.17 % in compared to previous financial year increase which was 1.09%.
- e. There was no employee receiving remuneration higher than the highest paid Director during the financial year.
- f. 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 March 31, 2021

[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	November 1, 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 380002
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 247, Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083. Tel No.: 022 - 49186270, Fax No.: 022 - 4918 6060 Email: rnt.helpdesk@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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Hotels Business	55101	100%

**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	NIL	NIL	NIL	NIL	NIL

\* Pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) 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), The Company has divested its Investment from its Wholly owned subsidiary company viz. Lov Kush Properties Private Limited, and Consequently, Lov Kush Properties Private Limited has also ceased to be a wholly owned subsidiary of TGB Banquets and Hotels Limited with effect from the conclusion of Board Meeting dated 24th July, 2020 consequently announce on September 02, 2020 in the outcome of board meeting that Lov Kush Properties Private | Limited has fully ceased to be a wholly owned subsidiary of TGB Banquets and Hotels Limited with effect from the conclusion of this Board Meeting viz. September 02, 2020. Necessary Agreement regarding the sale of shares and other process has been done by the management in due course of time.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

Sr No	Category of Shareholders	Shareholding at the beginning of the year – 2020				Shareholding at the end of the year - 2021				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>									
[1]	<b>Indian</b>									
(a)	Individuals / Hindu Undivided Family	8863835	0	8863835	30.2660	8863835	0	8863835	30.2660	0.00
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.00
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.00
(d)	Any Other (Specify) Bodies Corporate	423000	0	423000	1.4444	423000	0	423000	1.4444	0.00
	<b>Sub Total (A)(1)</b>	<b>9286835</b>	<b>0</b>	<b>9286835</b>	<b>31.7104</b>	<b>9286835</b>	<b>0</b>	<b>9286835</b>	<b>31.7104</b>	<b>0.00</b>
[2]	<b>Foreign</b>									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.00
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.00
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.00
(e)	Any Other (Specify)									
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group</b>									
	<b>(A)=(A)(1)+(A)(2)</b>	<b>9286835</b>	<b>0</b>	<b>9286835</b>	<b>31.7104</b>	<b>9286835</b>	<b>0</b>	<b>9286835</b>	<b>31.7104</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>									
[1]	<b>Institutions</b>									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.00
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.00
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.00
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.00
(f)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.00
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.00
(i)	Any Other (Specify)									
	<b>Sub Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.00</b>
[2]	<b>Central Government/ State Government(s)/ President of India</b>									
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>



Sr No	Category of Shareholders	Shareholding at the beginning of the year – 2020				Shareholding at the end of the year - 2021				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[3]	<b>Non-Institutions</b>									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	4812051	5	4812056	16.4310	4955907	5	4955912	16.9222	0.49
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	10088610	0	10088610	34.4481	10863521	0	10863521	37.0941	2.65
(b)	NBFCs registered with RBI	100	0	100	0.0003	100	0	100	0.0003	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.00
(c)	Any Other (Specify)									
	IEPF	7407	0	7407	0.0253	7407	0	7407	0.0253	0.00
	Hindu Undivided Family	1290028	0	1290028	4.4049	1292564	0	1292564	4.4135	0.09
	Non Resident Indians (Non Repat)	698058	0	698058	2.3836	7258	0	7258	0.0248	-2.36
	Non Resident Indians (Repat)	168684	0	168684	0.5760	220165	0	220165	0.7518	0.18
	Clearing Member	46453	0	46453	0.1586	116136	0	116136	0.3966	0.24
	Bodies Corporate	2888169	0	2888169	9.8618	2536502	0	2536502	8.6610	-1.20
	Sub Total (B)(3)	19999560	5	19999565	68.2896	19999560	5	19999565	68.2896	0.0000
	<b>Total Public</b>									
	<b>Shareholding(B)=(B)</b>									
	<b>(1)+(B)(2)+(B)(3)</b>	<b>19999560</b>	<b>5</b>	<b>19999565</b>	<b>68.2896</b>	<b>19999560</b>	<b>5</b>	<b>19999565</b>	<b>68.2896</b>	<b>0.0000</b>
	<b>Total (A)+(B)</b>	<b>29286395</b>	<b>5</b>	<b>29286400</b>	<b>100.00</b>	<b>29286395</b>	<b>5</b>	<b>29286400</b>	<b>100.00</b>	<b>0.0000</b>
(C)	Non Promoter -									
	Non Public									
	(C1) Shares									
	Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	0.0000	'0.00
	(C2) Shares Held By									
	Employee Trust									
[2]	Employee Benefit									
	Trust (under SEBI									
	(Share based									
	Employee Benefit)									
	Regulations, 2014)	0	0	0	'0.0000	0	0	0	0.0000	'0.00
	<b>Total (A)+(B)+(C)</b>	<b>29286395</b>	<b>5</b>	<b>29286400</b>	<b>'100.00</b>	<b>29286395</b>	<b>5</b>	<b>29286400</b>	<b>'100.00</b>	
<b>A.</b>	<b>Shares Held By</b>									
	<b>Custodians for</b>									
	<b>GDRs &amp; ADRs</b>									
	Shares Held By									
	Custodians	-	-	-	-	-	-	-	-	-
	<b>Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (A)+(B)+(C)</b>	<b>29286395</b>	<b>5</b>	<b>29286400</b>	<b>100.0000</b>	<b>29286395</b>	<b>5</b>	<b>29286400</b>	<b>100.0000</b>	

**(ii) Shareholding of Promoters**

Sr No	Shareholder's Name	Shareholding at the beginning of the year-2020			Share holding at the end of the year-2021			% change in share holding during the year 2019-20
		No. of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	Narendra Gurmukhdas Somani	6152885	21.0094	7.5667	6152885	21.0094	7.5667	0.000
2	DevanandGurmukhdas Somani	1083400	3.6993	2.8901	1083400	3.6993	2.8901	0.0000
3	Hemant Gurmukhdas Somani	775350	2.6475	2.4243	775350	2.6475	2.4243	0.0000
4	Sunitaben Narendrabhai Somani	519000	1.7722	0.2131	519000	1.7722	0.2131	0.0000
5	Bhagwati Caterers Private Limited	423000	1.4444	1.4444	423000	1.4444	1.4444	0.0000
6	Harshitaben Devanand Somani	166600	0.5689	.0000	166600	0.5689	.0000	0.0000
7	Neeta Hemant Somani	166600	0.5689	0.5620	166600	0.5689	0.5620	0.0000
	<b>Total</b>	<b>9286835</b>	<b>31.7104</b>	<b>15.1006</b>	<b>9286835</b>	<b>31.7104</b>	<b>15.1006</b>	<b>0.0000</b>

**(iii) Change in Promoters' Shareholding- No change**

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2020		Transactions during the year		Cumulative Shareholding at the end of the year - 2021	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of The Company
1	<b>NARENDRA GORMUKHDAS SOMANI</b>	6152885	21.0094	-	-	6152885	21.0094
	AT THE END OF THE YEAR			-	-	6152885	21.0094
2	<b>DEVANAND GURMUKHDAS SOMANI</b>	1083400	3.6993	-	-	1083400	3.6993
	AT THE END OF THE YEAR					1083400	3.6993
3	<b>HEMANT GURMUKHDAS SOMANI</b>	775350	2.6475	-	-	775350	2.6475
	AT THE END OF THE YEAR					775350	2.6475
4	<b>SUNITABEN NARENRABHAI SOMANI</b>	519000	1.7722	-	-	519000	1.7722
	AT THE END OF THE YEAR					519000	1.7722
5	<b>BHAGWATI CATERERS PRIVATE LIMITED</b>	423000	1.4444	-	-	423000	1.4444
	AT THE END OF THE YEAR					423000	1.4444
6	<b>HARSHITABEN DEVANAND SOMANI</b>	166600	0.5689	-	-	166600	0.5689
	AT THE END OF THE YEAR					166600	0.5689
7	<b>NEETA HEMANT SOMANI</b>	166600	0.5689	-	-	166600	0.5689
	AT THE END OF THE YEAR					166600	0.5689

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

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2020		Transactions during the year		Cumulative Shareholding at the end of the year - 2021	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of The Company
1	<b>SANJAY C. AGRAWAL</b>	2500000	8.5364	-	-	2500000	8.5364
	AT THE END OF THE YEAR					2500000	8.5364
2	<b>VARSHA SACHIN PATKAR</b>	500000	1.7073	-	-	500000	1.7073
	AT THE END OF THE YEAR					500000	1.7073
3	<b>RAMESHCHANDRA KISHANCHAND MOTIYANI</b>	491500	1.6783	-	-	491500	1.6783
	AT THE END OF THE YEAR					491500	1.6783
4	<b>INDRAKUMAR KISHANCHAND MOTIANI</b>	486000	1.6595	-	-	486000	1.6595
	AT THE END OF THE YEAR					486000	1.6595
5	<b>SURESH KISHANCHAND MOTIANI</b>	444000	1.5161	-	-	444000	1.5161
	AT THE END OF THE YEAR					444000	1.5161
6	<b>GIRDHARI KISHANCHAND MOTIANI</b>	441500	1.5075	-	-	441500	1.5075
	AT THE END OF THE YEAR					441500	1.5075
7	<b>AQUA PROOF WALL PLAST PRIVATE LIMITED</b>	424500	1.4495	-	-	424500	1.4495
	AT THE END OF THE YEAR					424500	1.4495
8	<b>ANAND RATHI GLOBAL FINANCE LIMITED</b>	392988	1.3419	-	-	392988	1.3419
	Transfer			31 Jul 2020	(13579)	379409	1.2955
	Transfer			09 Oct 2020	13579	392988	1.3419
	Transfer			06 Nov 2020	(379409)	13579	0.0464
	Transfer			20 Nov 2020	379409	392988	1.3419
	AT THE END OF THE YEAR					392988	1.3419
9	<b>SAPAN ANIL SHAH</b>	386207	1.3187	-	-	386207	1.3187
	AT THE END OF THE YEAR					386207	1.3187
10	<b>MANJU GAGGAR</b>	63	0.0002	-	-	63	0.0002
	Transfer			19 Mar 2021	169093	169156	0.5776
	Transfer			26 Mar 2021	130907	300063	1.0246
	AT THE END OF THE YEAR					300063	1.0246
11	<b>KAMLESH SEVARAM PANJABI</b>	690500	2.3577	-	-	690500	2.3577
	Transfer			20 Nov 2020	(345500)	345000	1.1780
	Transfer			27 Nov 2020	(50000)	295000	1.0073
	Transfer			11 Dec 2020	(80000)	215000	0.7341
	Transfer			08 Jan 2021	(155000)	60000	0.2049
	Transfer			15 Jan 2021	(25500)	34500	0.1178
	Transfer			22 Jan 2021	(5500)	29000	0.0990
	Transfer			29 Jan 2021	(29000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

## (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 - 2020		Cumulative Shareholding at the end of the year - 2021		% 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	Mr. Narendra Gurmukhdas Somani, Chairman & Managing Director	6152885	21.19	6152885	21.19	-
2	Mr. Devanand Gurmukhdas Somani, Whole-time Director	1083400	3.6993	1083400	3.6993	-
3	Mr. Hemant Gurmukhdas Somani, Whole-time Director	775350	2.65	775350	2.65	-
4	Mr. Mansukhlal A. Nakrani Independent Director	-	-	-	-	-
5	Ms. Anjali Vishnubhai Tolani, Independent Director	-	-	-	-	-
6	Mrs. Jasmin Doshi Independent Director	-	-	-	-	-
7	Mr. Ashish Thakkar Chief Financial Officer	-	-	-	-	-
8	Ms. Priyanka Gola Company Secretary & compliance officer	-	-	-	-	-

## 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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	783.60	529.26	-	1312.86
ii) Interest due but not paid	-	123	-	1.23
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>783.60</b>	<b>530.49</b>	<b>-</b>	<b>1314.09</b>
<b>Change in Indebtedness during the financial year</b>				
i. Addition	370.13	579.90	-	950.03
ii. Reduction	354.32	694.94	-	1049.26
<b>Net Change</b>	<b>15.81</b>	<b>(115.04)</b>	<b>-</b>	<b>(99.23)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	799.40	414.09	-	1213.49
ii) Interest due but not paid	-	1.36	-	1.36
iii) Interest accrued but not due	-	-	-	-
<b>Total(i+ii+iii)</b>	<b>799.40</b>	<b>415.45</b>	<b>-</b>	<b>1214.85</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Narendra G. Somani (DIN: 00054229)	Devanand G. Somani* (DIN: 00515959)	Hemant G. Somani (DIN: 00515853)	
1.	<b>Gross salary</b>				
a )	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	48.00	0.00	24.00	72.00
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	-	-	-	-
	<b>Total (A)</b>	<b>48.00</b>	<b>0.00</b>	<b>24.00</b>	<b>72.00</b>
	Ceiling as per the Act	As per the Schedule V of the Companies Act, 2013			

\*Note: Mr. Devanand G. Somani (DIN: 00515959) Whole time director of the company has voluntary waive off their remuneration for the Financial Year 2020-21.

## B. Remuneration to other directors:

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mansukhlal Nakrani (DIN: 02055297)	Anjali Tolani (DIN: 06958982)	Jasmin Doshi (DIN: 08686876)	Nishit Popat (DIN: 09279612)	
1.	Independent Directors					
	Fee for attending board / committee meetings	0.80	1.00	0.60	NIL	2.40
	Commission	-	-	-		-
	Others, please specify	-	-	-		-
	<b>Total (1)</b>	<b>0.80</b>	<b>1.00</b>	<b>0.60</b>	<b>NIL</b>	<b>2.40</b>
2.	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-		-
	Commission • Others, please specify	-	-	-		-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>0.80</b>	<b>1.00</b>	<b>0.60</b>	<b>NIL</b>	<b>2.40</b>
	Total Managerial Remuneration Overall					
	Ceiling as per the Act	As per the Schedule V of the Companies Act, 2013				

\*Ms. Anjali tolani (DIN: 06958982) has been tendered her resignation from the post of independent Director of the company w.e.f August 14, 2021.

\*\*Mr. Nishit Popat (DIN: 09279612) has been appointed as a additional Director designates as non executive independent director of the company w.e.f August 14, 2021

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Ms. Priyanka Gola, Company Secretary	Mr. AshishThakkar, Chief Financial Officer	Total
1.	<b>Gross salary</b>			
a )	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.55	15.00	17.55
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	-	-	-
	<b>Total</b>	<b>2.55</b>	<b>15.00</b>	<b>17.55</b>

**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 or 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 1131945 MW in the financial year 2020-21.

(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 exchanges earned in terms of actual inflows were ₹ 8.79 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 in compliance with the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 prescribed by the stock exchanges for and in accordance with Good Corporate Governance Practices. The board functions as full Board and through various committees constituted their specific purpose and operational area. The board has constituted four (4) 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 March 31, 2021, The Board of the Company had Six directors including 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 2020-21, there were Five (5) meetings of the board held on 24.07.2020, 02.09.2020, 09.11.2020, 25.01.2021, 12.02.2021.

#### Attendance & Other Directorship

Name	Attendance at Meetings No. of Board Meetings			Number of other Directorship & Committee Membership / Chairmanship2		
	Meetings held during tenure	Meetings Attended	Last AGM (24TH December, 2020)	Other Directorship1	Committee Membership	Committee Chairmanship
<b>Whole-time Director</b>						
Mr. Narendra G. Somani (DIN 00054229)	5	5	Present	1	2	-
Mr. DevanandG.Somani (DIN 00515959)	5	5	Present	-	-	-
Mr. Hemant G. Somani (DIN 00515853)	5	5	Present	-	-	-
<b>Independent Director</b>						
Mr. Mansukhlal A. Nakrani (DIN: 02055297)	5	4	Present	-	2	-
Ms. Anjali Tolani* (DIN 06958982)	5	5	Present	-	2	2
Ms. Jasmin Doshi (DIN: 08686876)	3	3	Present	-	-	-



\* Ms. Anjali Tolani (DIN: 06958982) has been tendered her resignation from the post of independent Director of the company w.e.f August 14, 2021.

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 Disclosures Requirement) 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/she 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 2020-21 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 Disclosures Requirement) 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.

#### Composition

As on March 31, 2021, the Audit Committee comprised majority of the independent directors and one executive director and was chaired by Ms. Anjali Tolani (DIN: 06958982) an independent director. All members of the committee are financially literate as per meaning of explanation to under Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015. The Company Secretary is the Secretary of the Committee. There were 4 meetings of the committee during the year.

#### Meetings and Attendance

During the financial year 2020-21, Four (4) meetings of the Audit Committee were held on 24.07.2020, 02.09.2020, 09.11.2020, 12.02.2021. 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
Ms. Anjali Tolani* (DIN:06958982) (up to 14 <sup>th</sup> August, 2021)	Chairperson	4	4
Mr. Narendra G. Somani (DIN: 00054229)	Member	4	4
Mr. Mansukhlal A. Nakrani (DIN:02055297)	Member	4	4

Note: The Company Secretary of the Company acts as the Secretary for the Audit Committee

\* Ms. Anjali Tolani (DIN: 06958982) has been tendered her resignation from the post of independent Director of the company w.e.f August 14, 2021.

**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 as a whole, 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 independency of a Director and framing policy on Board diversity.

**Composition**

As on March 31, 2021, the Nomination and Remuneration Committee comprised majority of the independent directors and one executive director chaired by Ms. Anjali Tolani, (DIN: 06958982) an independent director of the company.

**Meetings and Attendance**

During the financial year 2020-21, 3 (Three) meeting of the Nomination and Remuneration Committee were held on 02.09.2020, 09.11.2020, 25.01.2021. 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
Ms. Anjali Tolani* (DIN:06958982) (up to 14th August, 2021)	Chairperson	3	3
Mr. Mansukhlal A. Nakrani (DIN:02055297)	Member	3	2
Mr. Narendra G. Somani (DIN: 00054229)	Member	3	3

Anjali Tolani (DIN: 06958982) has been tendered her resignation from the post of independent Director of the company w.e.f August 14, 2021.

**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 2020-21 is provided as below:-

(₹ in Lakhs)

Particulars	Mr. Narendra G. Somani (DIN: 00054229)	Mr. Devanand G. Somani (DIN:00515959)	Mr. Hemant G. Somani (DIN:00515853)
Term of Appointment	For a period of 3 Year from October 1, 2019 to 30th September, 2022	For a period of 5 Year from January 25, 2021 to January 24, 2026 (voluntarily refuse to accept remuneration)	For a period of 5 Year from January 25, 2021 to January 24, 2026
Salary			
Allowances Commission			
Variable Pay			
Perquisites	48.00	0.00	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.

(₹ in Lakhs)

Name of the Director	Sitting Fees	No. of Shares Held	Commission to Non-Executive Directors
Ms. Anjali Tolani* (DIN: 05321014)	1.00	Nil	Nil
Mr. Mansukhlal A. Nakrani (DIN: 02055297)	0.8	Nil	Nil
Ms. Jasmin Doshi (DIN: 08686876)	0.6	Nil	Nil

\*Ms. Anjali Tolani (DIN: 06958982) has been tendered her resignation from the post of independent Director of the company w.e.f August 14, 2021.

**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 Requirement) 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.

**IV. 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 March 31, 2021, the Stakeholders Relationship Committee comprised of Four (4) members. Ms Anjali Tolani (DIN: 06958982) Chairperson, Mr. Mansukhlal A. Nakrani (DIN: 02055297) & Mr. Narendra G. Somani (DIN: 00054229), members of the committee. The Company Secretary acts as Secretary of the committee.

**Meetings and Attendance**

During the financial year 2020-21, four (4) meetings of the Stakeholders Relationship Committee were held on 24.07.2020, 02.09.2020, 09.11.2020, & 12.02.2021 The Committee ensures that the shareholders'/investors' grievances and correspondence are attended and resolved expeditiously. During the financial year 2020-21 under review, no investor grievances were received by the Company.

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
Ms. Anjali Tolani* (DIN:06958982) (up to 14th August, 2021)	Chairperson	4	4
Mr. Narendra G. Somani (DIN: 00054229)	Member	4	4
Mr. Mansukhlal A. Nakrani (DIN:02055297)	Member	4	4

\*Ms. Anjali Tolani (DIN: 06958982) has been tendered her resignation from the post of independent Director of the company w.e.f August 14, 2021.

Note: The Company Secretary of the Company acts as the Secretary for the Stakeholder's Relationship Committee.

## V. 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 March 31, 2021, the Corporate Social Responsibility Committee comprised two executive directors and one independent director and was chaired by Mr. Narendra G. Somani (DIN: 00054229), Managing Director of the company.

### Meetings and Attendance

During the financial year 2020-21, one meeting of the CSR Committee was held on 09.11.2020, and 12.02.2021. 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)	Member	2	2
Mr. Hemant G. Somani (DIN:00515853)	Member	2	2
Ms. Anjali Tolani* (DIN:06958982) (up to 14th August, 2021)	Chairperson	2	2

\* Ms. Anjali Tolani (DIN: 06958982) has been tendered her resignation from the post of independent Director of the company w.e.f August 14, 2021.

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](http://www.thegrandbhagwati.com/assets/investors/uploads/2015/02/CSR_Po.pdf)

## VI. 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.	2017-18	28.09.2018 10.30 A.M	"THEGRANDBHAGWATI", PlotNo.380, S.G. Highway, Bodakdev, Ahmedabad-380054	No special resolution passed
2.	2018-19	27.09.2019 at 10:30 A.M	"AGRASEN FOUNDATION" Near Club O7, Opposite Sky City, Agrasen Road, Shela, Ahmedabad-382465	1. Re-appointment of Mr. Narendra G. Somani (DIN: 00054229) as a whole time Director Designated as Managing Director of the Company. 2. Re-appointment of Anjali tolani, (DIN: 06958982) as an Independent Director of the company.
3.	2019-20	24.12.2020 at 10:30 A.M	Through video conferencing/ other audio visual means (OAVM)	No special Resolution passed.

## VII. DISCLOSURES

- There are no materially significant transactions with related parties i.e., directors, management, subsidiaries or relatives conflicting with the Company's interests.
- Details of non-compliance has been set out in the secretarial audit report issued by secretarial auditor of the Company M/s. Umesh Ved & Associates, Practicing Company Secretary, Ahmedabad.
- The Company has complied with all other requirements of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, other regulations and guidelines of SEBI, Stock Exchanges or any other statutory authority on matters

relating to capital markets during the period under review.

4. In terms of the Whistle Blower Policy of the Company, no employee of the Company has been denied access to the Audit Committee.
5. It is confirmed that the mandatory requirements are complied with and the non-mandatory provisions are adopted, wherever necessary.
6. In the preparation of the financial statement the Company has followed the accounting standard notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013 read with General Circular 08/2014 dated April 4, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the notes to the financial statement.
7. The Company Complied with the requirements of Schedule V Corporate Governance Report sub-para (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. Details of Compliance with Mandatory Requirements and adoption of Discretionary Requirements  
The Company has complied with all the mandatory requirements of Corporate Governance as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With regard to discretionary requirements, the Company has adopted clauses relating to the following:
  - i) Reporting of Internal Auditor: Internal Auditors reports directly to the Audit Committee.

### VIII. MEANS OF COMMUNICATION TO THE SHAREHOLDERS

The Company's unaudited quarterly/ half yearly results are announced within Forty five (45) days of the close of the quarter. The audited annual results are announced within sixty (60) days from the closure of the financial year as per the requirement of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, with the Stock Exchanges.

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.

The Company's financial results were also displayed on the Company's Website.

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 filing submissions through BSE's Listing centre. Likewise, the said information is also filed electronically with NSE through NEAPS portal.

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.

### IX. GENERAL SHAREHOLDER'S INFORMATION

#### i) Annual General Meeting for the financial year 2020-21:

Day and Date	:	Wednesday, September 29, 2021
Time	:	11:00 AM
Venue	:	"The Grand Bhagwati", Plot No. 380, S. G. Highway, Bodakdev, Ahmedabad-380054

**Book Closure Date** : From September 20, 2021 to September 29, 2021  
(Both days inclusive)

- ii) Last Date of Receipt of Proxy Forms : Monday, September 27, 2021
- iii) Period : April 1, 2020 to March 31, 2021
- iv) Tentative Calendar for financial year ending March 31, 2021

Adoption of Quarterly Results for the Quarter ending:

June 30, 2020	:	1st / 2nd week of August, 2021
September 30, 2020	:	1st / 2nd week of November, 2020
December 31, 2020	:	1st / 2nd week of February, 2022
March 31, 2021	:	4thweek of May, 2022

- v) Details of Share Listed on Stock Exchanges as on March, 31, 2021

#### vi) 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 2020-21 has been paid to both stock exchanges

International Standard Identification Number (ISIN) INE797H01018

**vii) Distribution of Share holding as on March 31, 2021**

No. of equity shares	No. of Shareholders	% of Shareholding	Total Shares	% of Total Shares
1 - 500	5712	70.6843	932369	3.1836
501 - 1000	937	11.5951	794156	2.7117
1001 - 2000	542	6.7071	877228	2.9953
2001 - 3000	260	3.2174	678970	2.3184
3001 - 4000	120	1.4850	441511	1.5076
4001 - 5000	106	1.3117	504487	1.7226
5001 - 10000	170	2.1037	1268599	4.3317
10000 & Above	234	2.8957	23789080	81.2291
<b>Total</b>	<b>8081</b>	<b>100.0000</b>	<b>29286400</b>	<b>100.00</b>

Sr. No.	Particulars	No. of Shares	% of Holding
<b>(A)</b>	<b>PROMOTERS SHARE HOLDING</b>		
i.	Individual		
	- Promoter	8011635	27.35
	- Relative of Directors	852200	2.91
ii.	Body Corporate	423000	1.44
<b>(B)</b>	<b>PUBLIC SHAREHOLDING</b>		
i.	Institution	-	-
	Bank/ Financial Institutions	-	-
ii.	<b>Non- Institution</b>		
	Bodies Corporate	2536502	8.6610
	Individuals		
	Holding nominal Share Capital up to ₹ 1 Lac	4955907	16.9222
	Holding nominal Share Capital in excess of ₹ 1 Lac	10863521	37.0941
	Foreign Portfolio Investor	-	-
	Clearing Member	116136	0.3966
	NRI and Foreign National	227423	0.7766
	Hindu Undivided Family	1292564	4.4135
	Trusts	-	-
	IEPF	7,407	0.03
	NBFCs registered with RBI	100	0.01
	<b>Total</b>	<b>29286395</b>	<b>100.00</b>

vii) Distribution of Share holding as on March 31, 2021

MONTH	TGBHOTELS(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 (Nos.)	HIGH	LOW	HIGH (₹)	LOW (₹)	VOLUME (Nos.)	HIGH	LOW
April-2020	2.52	2.03	25401	33887.25	27500.79	2.35	2.00	97748	9889.0	8055.8
May-2020	2.1	1.87	2321	32845.48	29968.45	2.2	2.1	33851	9598.8	9030.3
June-2020	3.06	2.1	13494	35706.55	32348.1	4.2	2.3	171708	10553.1	9706.9
July-2020	4.07	2.68	169673	38617.03	34927.2	4.5	3.00	521776	11317.7	10562.9
Aug- 2020	7.82	3.75	147711	40010.17	36911.23	07.95	03.80	581680	11794.2	10882.2
Sep- 2020	6.77	4.5	60399	39359.51	36495.98	06.90	04.35	307387	11587.2	10790.2
Oct- 2020	6.2	4.76	45763	41048.05	38410.2	06.15	04.65	209423	12022.0	11564.3
Nov-2020	5.46	4.6	417559	44825.37	39334.92	05.45	04.50	292130	13145.8	11557.4
Dec- 2020	7.35	4.79	193602	47896.97	44118.1	07.25	04.80	771128	14024.8	13107.9
Jan-2021	6.59	5	133275	50184.01	46160.46	06.50	05.15	554204	13966.8	13596.7
Feb-2021	5.46	4.23	165002	52516.76	46433.65	05.50	04.25	690136	15431.7	13661.7
Mar-2021	5.43	4.18	236642	51821.84	48236.35	05.35	04.15	1090214	15336.3	14350.1

x) DEMATERIALIZATION OF SHARES AND LIQUIDITY

99.99% of the Equity shares of the Company have been dematerialized (NSDL -68.68 % and CDSL- 31.32%) as on March 31, 2021. 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 to 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: <a href="mailto:info@tgbhotels.com">info@tgbhotels.com</a>	Company Secretary "THE Grand Bhagwati" Plot No: 380, S.G. Road, Bodakdev, Ahmedabad- 380054 Phone: 079-26937800 E-mail: <a href="mailto:cs@tgbhotels.com">cs@tgbhotels.com</a>	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: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>

xiv) PLANT / 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

xv) COMPLIANCE CERTIFICATE FROM AUDITOR

Certificate from the Secretarial Auditors of the Company, M/s. Umesh Ved & Associates, Practicing Company Secretaries, Ahmedabad, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation E of Schedule V of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is annexed to this report forming part of the Annual Report.

**xvi) CERTIFICATE FROM CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

In terms of Regulation 17 (8) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, certificate issued by Managing Director and Chief Financial Officer is annexed to this report.

**xvii) 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.

**xviii) 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.

**xix) 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 Disclosures Requirement) 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](http://www.thegrandbhagwati.com/assets/investors/uploads/Code_of_Conduct.pdf)

**xx) 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.

**xxi) MATERIAL SUBSIDIARIES**

Pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) 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), The Company has divested its Investment from its Wholly owned subsidiary company viz. Lov Kush Properties Private Limited, and Consequently, Lov Kush Properties Private Limited has also ceased to be a wholly owned subsidiary of TGB Banquets and Hotels Limited with effect from the conclusion of Board Meeting dated 24th July, 2020 consequently announce on September 02, 2020 in the outcome of board meeting that Lov Kush Properties Private Limited has fully ceased to be a wholly owned subsidiary of TGB Banquets and Hotels Limited with effect from the conclusion of this Board Meeting viz. September 02, 2020. Necessary Agreement regarding the sale of shares and other process has been done by the management in due course of time..

The Company has not any subsidiary company or a wholly owned subsidiary company with effect from 24th July, 2021.

In accordance with the requirements of Schedule V of the SEBI (Listing Obligations and Disclosures Requirement) 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](http://www.thegrandbhagwati.com/assets/investors/uploads/Policy_for_Determining_Material_Subsidiaries.pdf)

**xxii) FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company has adopted a structured program 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 programme for the Independent Directors has been hosted on the Company's website.

**xxiii) CEO/CFO CERTIFICATION**

In terms of SEBI (Listing Obligations and Disclosures Requirement) 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.

**xxiv) CREDIT RATINGS**

The credit ratings outstanding for various instruments of the Company as on March 31, 2021 are marked as follows:

CARE D-; Stable





## 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 March 31, 2021.

Place: Ahmedabad

Date: August 25, 2021

For, TGB Banquets and Hotels Limited

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

**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 March 31, 2020 and 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 affairs and 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,

Place: Ahmedabad

Date: August 25, 2021

**Narendra G. Somani**

(DIN: 00054229)

Chairman & Managing Director

**Ashish Thakkar**

Chief Financial officer

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To,  
The Board of Directors,  
**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, 2021.

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 document's 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 the Chapter IV of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) LODR Regulations, 2015 subject to our observations made in Secretarial Audit Report dated Twenty Eight June Two Thousand Twenty-One.

**Place: Ahmedabad**

**Date: August 25, 2021**

**Umesh Ved**  
**Umesh Ved & Associates**  
**Company Secretaries**  
FCS No.: 4411  
C.P. No.: 2924  
UDIN No.: F004411C000852522

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
**The Members,**  
**TGB Banquets and Hotels Limited**  
The Grand Bhagwati,  
S. G. Highway, Bodakdev,  
Ahmedabad -380054

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TGB Banquets and Hotels Limited having (CIN: L55100GJ1999PLC036830) and having registered office at "The Grand Bhagwati", S. G. Highway, Bodakdev, Ahmedabad -380054 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Narendra Gurmukhdas Somani	00054229	01.11.1999
2	Hemant Gurmukhdas Somani	00515853	22.07.2002
3	Devanand Gurmukhdas Somani	00515959	01.10.2015
4	Anjali Vishnubhai Tolani	06958982	09.08.2014
5	Mansukhlal Arjanbhai Nakrani	02055297	23.01.2020
6	Jasmin Jaykumar Doshi	08686876	09.11.2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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.

Place: Ahmedabad

Date: June 28, 2021

Umesh Ved  
Umesh Ved & Associates  
Company Secretaries  
FCS No.: 4411  
C.P. No.: 2924  
UDIN No.: F004411C000852522

## INDEPENDENT AUDITORS' REPORT

To  
**The Members of TGB BANQUETS AND HOTELS LIMITED**  
**Report on the Standalone Financial Statements**

### Opinion

We have audited the accompanying financial statements of **TGB BANQUETS AND HOTELS LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2021**, 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. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the standard on auditing specified u/s. 143(10) of the act (SAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of financial statements section of our report. We are independent of the company in accordance with the code of ethics issued by ICAI together with Independence Requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the financial statements.

### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. There is no key audit matter with respect to financial statements to be communicated in our report.

### Emphasis of Matters

We draw attention to point No VII(b) of CARO, the Company has around Rs. 22.10 crores of undisputed statutory dues. The said can have substantial impact on future cash flow of the company and other legal proceedings against the company.

We draw attention to Note 34 of the financial statements, as regards the management's evaluation of COVID-19 impact on the future performance of the Company and its subsidiaries. Our opinion is not modified in respect of this matter.

### Information other than Financial Statements and Auditor's Report thereon

The company's Board of Directors' are responsible for the preparation of the other information. The other information comprises the information included in the management discussion and analysis, board's report including annexure to board's report, Business responsibility report, Corporate governance and Shareholder's information but does not include the financial statement and our auditor's report thereon.

Our opinion on the financial statements does not cover the information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. 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 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 financial statements are free from material misstatement.

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

by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### 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 afore said financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) on the basis of the written representations received from the directors of the Company as on **March 31, 2021** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2021** 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 the requirements of Section 197(16) of the Act, as amend:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
  - h) 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 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

UDIN : 21117412AAAAGR4472

Place: Ahmedabad

Date: June 28, 2021

**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 Company") as of March 31, 2021 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 authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**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 March 31, 2021, 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  
UDIN : 21117412AAAAGR4472

Place: Ahmedabad  
Date: June 28, 2021

**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 granted secured or unsecured loans to Company, Firm, Limited Liability Partnership or other party covered in the register maintained under section 189 of the Companies Act, 2013. The same is not prejudicial to the company.
- 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 March 31, 2021 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) 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 as below. Customs

Nature of Tax	Amt outstanding Rs.(In Lacs)
ESI	104.90
PF	137.09
PT	46.51
VAT	1069.28
TDS	273.26
LUXURY TAX	145.88
GST	432.64
<b>Total</b>	<b>2209.56</b>

- (c) The dues that have not been deposited by the company on account of disputes are as follows

Name of the statute	Nature of Dues	Amt in lacs	Period A.Y.	Forum where the dispute is pending
I.Tax Act 1961	Income tax*	61.86	2011-12	ITAT
I.Tax Act 1961	Income tax*	63.33	2012-13	ITAT
I.Tax Act 1961	Income tax*	4.38	2014-15	ITAT
I.Tax Act 1961	Income tax*	9.61	2015-16	ITAT
I.Tax Act 1961	Income tax	33.41	2017-18	CIT(A)
I.Tax Act 1961	TDS	270.62	11-12 to 17-18	ITAT
Finance Act	Service Tax	592.53	2004-05 to 2009-10	CESTAT
	<b>Total</b>	<b>1035.74</b>		



\*Applied under Vivad Se Vishwas scheme of Direct tax.

- 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  
UDIN : 21117412AAAAGR4472

Place: Ahmedabad  
Date: June 28, 2021

**STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT 31<sup>st</sup> MARCH, 2021**

Particulars	Note No.	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	4	6885.36	7084.16
(b) Financial Assets			
(i) Investments	5	0.01	500.01
(ii) Others	6	657.89	599.86
		<b>7543.26</b>	<b>8184.03</b>
<b>CURRENT ASSETS</b>			
(a) Inventories	7	388.86	380.23
(b) Financial Assets			
(i) Trade Receivables	8	1015.18	1064.34
(ii) Cash and Cash Equivalents	9	60.95	139.10
(iii) Bank Balance other than (ii) above	10	0.00	0.00
(iv) Loans	11	3764.81	3769.61
(c) Other Current Assets	12	3297.96	2660.46
(d) Other Current Tax Receivable		289.93	278.73
		<b>8817.69</b>	<b>8292.47</b>
<b>TOTAL ASSETS</b>		<b>16360.95</b>	<b>16476.50</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	13	2928.64	2928.64
(b) Other Equity	14	6706.80	7557.91
		<b>9635.44</b>	<b>10486.55</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	15	433.57	573.19
(b) Provisions	16	114.86	102.51
(c) Deferred Tax Liabilities (Net)	17	249.86	261.55
		<b>798.29</b>	<b>937.25</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	18	695.81	700.95
(ii) Trade Payables	19	1449.70	1352.55
(iii) Other Financial Liabilities	20	85.47	39.95
(b) Other Current Liabilities	21	3674.33	2913.78
(c) Provisions	22	21.91	45.46
		<b>5927.22</b>	<b>5052.69</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>16360.95</b>	<b>16476.50</b>

**Corporate Information, Basis of Preparation & Significant Accounting Policies**

1-3

The accompanying notes 1 to 40 are an integral part of the Standalone Financial Statements

"As per our report of even date attached"

 For **Suresh R Shah & Associates**

Chartered Accountants

Firm Registration Number: 110691W

**Mrugen K. Shah**

Partner

Membership Number: 117412

Place: Ahmedabad

Dated : 28-06-2021

UDIN : 21117412AAAAGR4472

**ON BEHALF OF THE BOARD OF DIRECTORS**
**Narendra G. Somani** - Chairman & Managing  
 (DIN : 00054229)

**Devanand G. Somani** - Wholtime Director  
 (DIN : 00515959)

**Hemant G. Somani** - Wholtime Director  
 (DIN : 00515853)

**Priyanka K. Gola** - Company Secretary

**Ashish R. Thakkar** - Chief Financial Officer

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2021

Particulars	Note No.	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>INCOME</b>			
Revenue from operations	23	1,479.14	3,358.02
Other income	24	147.17	2,031.43
<b>TOTAL INCOME</b>		<b>1,626.31</b>	<b>5,389.45</b>
<b>EXPENSES</b>			
Consumption of provisions, beverages, smokes and others	25	509.00	923.49
Employee benefits expense	26	290.00	617.74
Finance Costs	27	114.18	124.28
Depreciation and amortization expenses	4	200.43	305.73
Other expenses	28	1,348.93	3,376.18
<b>TOTAL EXPENSES</b>		<b>2,462.54</b>	<b>5,347.42</b>
<b>Profit/(Loss) before tax</b>		<b>(836.23)</b>	<b>42.03</b>
Exceptional items (net)		-	-
<b>Profit/(Loss) before tax</b>		<b>(836.23)</b>	<b>42.03</b>
Tax items			
Current tax		-	5.00
Deferred tax asset / (liability)	17	(11.69)	(49.11)
Total tax items		(11.69)	(44.11)
<b>Profit/(Loss) for the year</b>		<b>(824.54)</b>	<b>86.14</b>
<b>Other Comprehensive Income</b>			
Items that will not be re-classified to Profit or Loss			
Re-measurement gains/ (losses) on post employment benefit plans		6.64	33.21
<b>Other Comprehensive Income/ (Loss) for the year</b>		<b>6.64</b>	<b>33.21</b>
<b>Total Comprehensive Income/ (Loss) for the year</b>		<b>(817.90)</b>	<b>119.36</b>
<b>Net profit / (loss) attributable to:</b>			
Owners		(824.54)	86.14
Non-controlling interest		-	-
<b>Other comprehensive income / (loss) attributable to:</b>			
Owners		6.64	33.21
Non-controlling interest		-	-
<b>Total comprehensive income / (loss) attributable to:</b>			
Owners		(817.90)	119.36
Non-controlling interest		-	-
<b>Earnings Per Equity Share (Basic and Diluted)</b>	29	<b>(2.82)</b>	<b>0.29</b>

## Corporate Information, Basis of Preparation &amp; Significant Accounting Policies

1-3

"As per our report of even date attached"

For Suresh R Shah &amp; Associates

Chartered Accountants

Firm Registration Number: 110691W

Mrugen K. Shah

Partner

Membership Number: 117412

Place: Ahmedabad

Dated : 28-06-2021

UDIN : 21117412AAAAGR4472

ON BEHALF OF THE BOARD OF DIRECTORS

Narendra G. Somani - Chairman &amp; Managing

(DIN : 00054229)

Devanand G. Somani - Wholtime Director

(DIN : 00515959)

Hemant G. Somani - Wholtime Director

(DIN : 00515853)

Priyanka K. Gola - Company Secretary

Ashish R. Thakkar - Chief Financial Officer

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2021

Particulars	2020-21 ₹ in Lakhs	2019-20 ₹ in Lakhs
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/ (loss) Before Tax	(836.23)	42.03
Adjustments for:		-
Depreciation and amortization	200.43	305.73
Interest and finance charges	114.18	124.28
Interest income	(41.10)	(29.24)
(Gain)/Loss on fixed assets sold/ discarded (net)	374.79	(12.60)
Net unrealized (gain)/loss on foreign currency transaction and translation (relating to other heads)	-	-
Bad debts / advances written off	-	685.50
Provision for bad & doubtful debts/advances (written back)	-	-
Liability no longer required written back	103.07	(1,968.70)
Provision no longer required written back	-	-
Provision for gratuity and leave encashment/ (written back)	17.11	18.18
Others		
<b>Operating Profit before Working Capital Changes</b>	<b>(67.75)</b>	<b>(834.81)</b>
Adjustments for changes in working capital :		
(Increase)/decrease in trade receivables, loans & advances and other assets	(641.57)	(776.97)
(Increase)/decrease in inventories	(8.63)	1,257.39
Increase/(decrease) in trade payables, other liabilities and provisions	699.73	90.93
<b>Cash Generated from Operations</b>	<b>(18.22)</b>	<b>(263.46)</b>
		0.0
Income taxes paid	(11.19)	(65.12)
<b>Net Cashflow from Operating Activities</b>	<b>(29.41)</b>	<b>(328.58)</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(1.63)	(33.71)
Additions in capital work in progress		-
Proceeds from sale of fixed assets	125.22	37.15
Investments in deposits (with original maturity over 3 months)		-
Proceeds from deposits (with original maturity over 3 months)	-	-
Interest received	41.10	29.24
<b>Net Cashflow from Investing Activities</b>	<b>164.68</b>	<b>32.68</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings		
Receipts	-	191.00
Payments	(139.62)	-
Proceeds from short term borrowings		-
Receipts	(5.13)	-
Payments	45.52	(8.40)
Interest and finance charges	(114.18)	(124.28)
<b>Net Cashflow from Financing Activities</b>	<b>(213.42)</b>	<b>58.32</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(78.15)</b>	<b>(237.58)</b>
<b>Cash and bank balances at the beginning of the year</b>	<b>139.10</b>	<b>376.68</b>
<b>Cash and bank balances at the end of the year</b>	<b>60.95</b>	<b>139.10</b>

**NOTES:**

- 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
- Figures in bracket indicate cash outflow.
- 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 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
Balances with banks		
In current accounts	22.33	14.58
In deposits with original maturity of less than 3 months	-	-
Cash on hand	38.62	124.51
	<u>60.95</u>	<u>139.10</u>

"As per our report of even date attached"

For **Suresh R Shah & Associates**

Chartered Accountants

Firm Registration Number: 110691W

**Mrugen K. Shah**

Partner

Membership Number: 117412

Place: Ahmedabad

Dated : 28-06-2021

UDIN : 21117412AAAAGR4472

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Narendra G. Somani** - Chairman & Managing

(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 31<sup>st</sup> MARCH, 2021****(A) EQUITY SHARE CAPITAL**For the year ended 31<sup>st</sup> March, 2021

₹ in Lakhs

Balance as at 1 <sup>st</sup> April, 2020	Changes during the year	Balance as at 31st March, 2021
2,928.64	-	2,928.64

For the year ended 31<sup>st</sup> March, 2020

₹ in Lakhs

Balance as at 1 <sup>st</sup> April, 2019	Changes during the year	Balance as at 31st March, 2020
2,928.64	-	2,928.64

**(A) OTHER EQUITY**For the year ended 31<sup>st</sup> March, 2021

₹ 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 1 <sup>st</sup> April, 2020		620.22	-	7,278.63	-	(4,853.81)	4,512.87	7,557.91
Profit/(Loss) for the year						(824.54)		(824.54)
Transfer from / to								-
Other Comprehensive income/(loss) for the year							6.64	6.64
Remeasurements gain/(loss)						(33.21)		(33.21)
<b>Balance as at 31<sup>st</sup> March, 2021</b>	-	<b>620.22</b>	-	<b>7,278.63</b>	-	<b>(5,711.56)</b>	<b>4,519.51</b>	<b>6,706.80</b>

For the year ended 31<sup>st</sup> March, 2020

₹ 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 1 <sup>st</sup> April, 2019		620.22	-	7,278.63	-	(4,939.95)	4,479.66	7,438.55
Profit/(Loss) for the year						86.15	-	86.15
Transfer from / to								-
Other Comprehensive income/(loss) for the year							33.21	33.21
Remeasurements gain/(loss) on defined benefit plans						-		-
<b>Balance as at 31<sup>st</sup> March, 2020</b>	-	<b>620.22</b>	-	<b>7,278.63</b>	-	<b>(4,853.81)</b>	<b>4,512.87</b>	<b>7,557.91</b>

"As per our report of even date attached"

For **Suresh R Shah & Associates**

Chartered Accountants

Firm Registration Number: 110691W

**Mrugen K. Shah**

Partner

Membership Number: 117412

Place: Ahmedabad

Dated : 28-06-2021

UDIN : 21117412AAAAGR4472

ON BEHALF OF THE BOARD OF DIRECTORS

**Narendra G. Somani** - Chairman & Managing

(DIN : 00054229)

**Devanand G. Somani** - Wholtime Director

(DIN : 00515959)

**Hemant G. Somani** - Wholtime Director

(DIN : 00515853)

**Priyanka K. Gola** - Company Secretary**Ashish R. Thakkar** - Chief Financial Officer

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021.****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**

These financial statements have been prepared in accordance with Indian Accounting Standards (IND AS) as notified the provision of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities & Exchange Board of India (SEBI). The Ind AS is prescribed under Section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and with Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The financial statements have been prepared on a historical cost basis, except

- a. For Land which is valued at the Fair value.
- b. For certain financial instruments at fair value.

**3 Summary of significant accounting policies****i. 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.

**ii. Foreign Currencies:**

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.

Transactions in Foreign Currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary Assets and Liabilities denominated in foreign currencies are translated at the foreign currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of the monetary items are recognised in profit and loss account. Non-monetary items that are measured at historical cost in foreign currency are translated using the exchange rates at the date of initial transactions.

**iii. Fair value Measurement**

The company measures financial instruments, such as, investment in quoted equity shares etc at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-

financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All Assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is unobservable.

For the purpose of financial disclosure, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**iv. 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.

**v. 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.

**vi. 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.

**vii. Depreciation**

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

**viii. 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. De-recognition:**

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 amortized 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. De recognition:**

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

**ix. 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.

**x. 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.

**xi. 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.

**xii. Revenue Recognition:**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company in exchange for transferring control of goods and services to the customer and the revenue can be reliably measured, regardless of when the payment is being made. Effective April 01, 2018, the company has applied Ind AS 115 which replaced IND AS 18 Revenue recognition. Revenue is measured at the fair value of the consideration received or receivable and net of rebates, value added taxes, goods and service tax and loyalty reward points. The company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

**Rendering of services**

Revenue from rendering of hospitality services is recognised when the related services are rendered.

**Rooms, food, beverages, banquets and other services**

Income from guest accommodation is recognised on a day to day basis after the guest checks into the Hotels and are stated net of allowances. Sale of food and beverages are recognised at the point of serving these items to the guests. Revenue from other services is recognised as and when rendered. The company collects Value Added Tax (VAT), and GST on behalf of the Guests and therefore are not economic benefits flowing to the company, hence, these are excluded from revenue.

**Income from other allied services**

In relation to laundry income, communication income, airport transfers income and other allied services, the revenue has been recognised by reference to the time of services rendered...

**Interest Income**

Interest Income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest Income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying value on initial recognition.

**Windmill Energy Income**

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.

**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. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders after deducting preference dividend and attributable taxes by the weighted average number of equity shares outstanding during the period.

Diluted Earnings per share, the net profit or loss for the period attributable to equity share holders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity share holders.

#### xix. 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 31<sup>st</sup> MARCH, 2021.

4 - PROPERTY, PLANT AND EQUIPMENT

₹ in Lakhs

	Freehold land	Buildings	Furniture, Fixtures and Furnishing	Plant and Equipments	Office Equipment	Computers	Vehicles	Goodwill	Total	Capital Work-in progress
As at 1 <sup>st</sup> April, 2019	4746.63	1923.80	1772.12	1696.88	94.07	86.70	474.05	669.75	11464.00	0.00
Additions (*)	0.00	0.00	32.00	1.72	0.00	0.00	0.00	0.00	33.72	0.00
Disposals / transfers	0.00	0.00	0.00	0.00	0.00	0.00	51.87	0.00	51.87	0.00
As at 31 <sup>st</sup> March, 2020	4746.63	1923.80	1804.12	1698.60	94.07	86.70	422.18	669.75	11445.85	0.00
Additions	0.00	0.00	0.00	1.01	0.69	1.07	0.00	0.00	2.77	0.00
Disposals / transfers	0.00	0.00	0.00	0.32	0.36	0.00	0.97	0.00	1.65	0.00
As at 31 <sup>st</sup> March, 2021	4746.63	1923.80	1804.12	1699.29	94.40	87.77	421.21	669.75	11446.97	0.00
<b>Accumulated depreciation:</b>										
As at 1 <sup>st</sup> April, 2019	0.00	534.70	1393.90	1052.76	78.18	82.19	271.80	669.75	4083.27	0.00
Depreciation charged during the year	0.00	26.60	149.27	90.62	5.58	1.67	31.99	0.00	305.73	0.00
Disposals / transfers	0.00	0.00	0.00	0.00	0.00	0.00	27.32	0.00	27.32	0.00
As at 31 <sup>st</sup> March, 2020	0.00	561.30	1543.16	1143.38	83.76	83.86	276.47	669.75	4361.68	0.00
Depreciation charged during the year	0.00	26.60	64.87	80.53	3.37	-1.49	26.55	0.00	200.43	0.00
Disposals / transfers	0.00	0.00	0.00	0.06	0.22	0.00	0.22	0.00	0.51	0.00
As at 31 <sup>st</sup> March, 2021	0.00	587.90	1608.03	1223.85	86.91	82.37	302.80	669.75	4561.60	0.00
<b>Net book value</b>										
As at 1 <sup>st</sup> April, 2019	4746.63	1389.10	378.22	644.12	15.90	4.51	202.25	0.00	7380.73	0.00
As at 31 <sup>st</sup> March, 2020	4746.63	1362.50	260.95	555.22	10.31	2.84	145.71	0.00	7084.16	0.00
As at 31 <sup>st</sup> March, 2021	4746.63	1335.91	196.09	475.44	7.49	5.40	118.41	0.00	6885.36	0.00

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>5 - NON - CURRENT FINANCIAL ASSETS - INVESTMENTS</b>		
<b>Unquoted investments:</b>		
<b>Investment in equity instruments-valued at cost</b>		
<b>Investments in subsidiaries - Unquoted</b>		
31,800 (P.Y. 31800) equity shares of Lovkush Properties Private Limited FV of Rs. 10/- each*	-	500.00
	-	-
<b>Investments in others - Unquoted</b>		
100 (P.Y.100) Fully Paid Equity Shares of Sheetal Ispat Pvt. Ltd.	0.01	0.01
Less: provision for impairment on the value of investment	0.01	500.01
Less: provision for impairment on the value of investment	-	-
* investment sold during the year	0.01	500.01
	<u>0.01</u>	<u>500.01</u>
	<u>0.01</u>	<u>500.01</u>
<b>6 - NON - CURRENT FINANCIAL ASSETS - OTHERS</b>		
Security deposits (Unsecured, considered good, unless otherwise stated)	201.80	186.80
Bank deposits with original maturity greater than 12 months*	456.08	413.05
	<u>657.89</u>	<u>599.86</u>
	<u>657.89</u>	<u>599.86</u>
*Includes as margin money deposit against counter guarantees issued by the bank and Fixed Deposit earned marked as security deposit with the Government Authority.		
<b>7 - INVENTORIES</b>		
(valued at lower of cost and net realizable value)		
Provisions, Liquor and other beverages	201.61	119.91
Crockery, cutlery, silverware, utensils, linen, uniform etc.	187.25	260.32
	<u>388.86</u>	<u>380.23</u>
	<u>388.86</u>	<u>380.23</u>
- As per inventory taken and valued by the Management		
<b>8 - TRADE RECEIVABLES</b>		
Unsecured, Considered good	1015.18	1,064.34
Considered doubtful	0.00	0.00
	<u>1015.18</u>	<u>1,064.34</u>
Less: Provision for doubtful debts	0.00	0.00
	<u>1015.18</u>	<u>1,064.34</u>
	<u>1015.18</u>	<u>1,064.34</u>
<b>9- CASH AND CASH EQUIVALENTS</b>		
<b>Balances with banks</b>		
In current accounts	22.33	14.58
Cash in hand	38.62	124.51
	<u>60.95</u>	<u>139.10</u>
	<u>60.95</u>	<u>139.10</u>

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>10- BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>		
Other balances		
Earmarked balances with banks for:		
Unpaid dividends	0.00	0.00
Bank deposits	0.00	0.00
Fixed Deposits	0.00	0.00
	0.00	0.00

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>11- CURRENT FINANCIAL ASSETS - LOANS</b>		
<b>Unsecured, considered good, unless otherwise stated</b>		
Security deposits		
Others:		
Other Advances	3,764.81	3,769.61
	3,764.81	3,769.61

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>12- CURRENT ASSETS - OTHERS</b>		
<b>Unsecured, considered good, unless otherwise stated</b>		
Capital Advances		
Considered good	-	-
Considered doubtful	-	-
Others		
Prepaid expenses	-	-
Balance with statutory authorities	-	-
Others	3,297.96	2660.46
	3,297.96	2660.46

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>13- SHARE CAPITAL</b>		
<b>Authorised:</b>		
50,00,000 Equity Shares of Rs. 10 each	5,000.00	5,000.00
<b>Issued, Subscribed and paid-up:</b>		
29,28,640 Equity Shares of Rs. 10 each fully paid up	2,928.64	2,928.64

**Reconciliation of Shares**

Particulars	As at 31-03-2021		As at 31-03-2020	
	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
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

**Details of Shareholders Holding More Than 5% Shares**

Name of Shareholder	As at 31-03-2021		As at 31-03-2020	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Narendra Gurmukhdas Somani	61,52,885	21.00%	62,06,815	21.19%
Sanjay Agarwal	25,00,000	8.54%	25,00,000	8.54%

**Rights & Terms of Equity Shares**

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



	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>14- OTHER EQUITY</b>		
<b>Securities Premium</b>		
Opening balance	7,278.63	7,278.63
Additions during the financial year	-	-
Deductions during the financial year	-	-
Closing balance	<u>7,278.63</u>	<u>7,278.63</u>
<b>General Reserve</b>		
Opening balance	620.22	620.22
Additions during the financial year	-	-
Closing balance	<u>620.22</u>	<u>620.22</u>
<b>Surplus in Statement of Profit and Loss</b>		
Opening balance	(4,853.81)	(4,939.95)
Profit / (loss) during the year	(824.54)	86.15
<b>Adjusted to profit / (loss) on account of Ind AS</b>		
- Net effect of Ind AS opening adjustment	-	-
- FVOCI reserve - Re-measurement gains / (losses)	(33.21)	-
Closing balance	<u>(5,711.56)</u>	<u>(4,853.81)</u>
<b>Fair Value through Other Comprehensive Income [FVTOCI] Reserve</b>	4,512.87	4,479.66
Opening balance	-	-
Adjusted from general reserve on transition to Ind AS	-	-
Additional depreciation on account of re-valuation	-	-
Adjusted from surplus in statement of profit and loss	6.64	33.21
- Re-measurement gains / (losses) on employee benefits	-	-
Deductions during the financial year	-	-
Closing balance	<u>4,519.51</u>	<u>4,512.87</u>
<b>Total of other equity</b>	<u>6,706.80</u>	<u>7,557.91</u>

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>15- NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS</b>		
Secured Term Loans		
Vehicle Loans	18.12	42.70
From Financial Institution	-	-
From Others		
Inter Corporate Deposits	415.45	530.49
	<u>433.57</u>	<u>573.19</u>

Note : Vehicle Loans are secured against hypothecation of vehicles. Terms of vehicle Loans outstanding as at March 31, 2021 are here under.

Particulars	Yes Bank	Yes Bank	Yes Bank	Yes Bank
Amount borrowed	44.48	16.00	11.98	11.98
Repayment Tenure	60 months	48 months	48 months	48 months
Rate of Interest	9.00%	8.50%	8.50%	8.50%
First Date of Installment	15/09/2018	15/07/2018	15/08/2018	15/08/2018
Frequency of EMI	Monthly	Monthly	Monthly	Monthly

The company took moratorium on repayment of loan till August 2020 due to covid 19 situation as per RBI guidelines

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>16- NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS</b>		
Provision for employee benefit		
Gratuity	98.26	87.41
Leave Encashment	16.60	15.10
	<u>114.86</u>	<u>102.51</u>

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>17- TAXATION - DEFERRED TAX</b>		
Deferred Tax Liabilities On Fiscal allowances of Fixed Assets	249.86	261.55
	<u>249.86</u>	<u>261.55</u>
<b>18- CURRENT FINANCIAL LIABILITIES - BORROWINGS</b>		
Secured From Banks Working Capital Loan - Indian Overseas Bank (Secured)	695.81	700.95
	<u>695.81</u>	<u>700.95</u>
Working Capital facility from Indian Overseas Bank is secured against (i) Factory Land and Building Located at Changodar (ii) Corporate Gurantee of TGB Foods Private Limited a sister concern of ours (iii) Personal Guarantee of Directors The company took moratorium on interest payment till August 2020 due to covid 19 situation and took funded interest term loan Rate of interest for above working capital loan is 10.95%		
<b>19- CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES</b>		
Due to micro and small enterprises Due to other than micro and small enterprises	1.22	2.25
	1,448.48	1,350.30
	<u>1,449.70</u>	<u>1,352.55</u>
Note : The Company has not received information from majority of vendors regarding their status under the Micro, Small and Medium Enterprises development Act, 2006 and hence disclosure relating to Micro, Small and Medium Enterprises given for the vendors from whom declaration is received.		
<b>20- CURRENT - OTHER FINANCIAL LIABILITIES</b>		
Security deposits Interest accrued but not due on borrowings Interest accrued and due on borrowing Current Maturities of Vehicle Loan	0.12	8.11
	58.06	7.81
	27.29	24.03
	<u>85.47</u>	<u>39.95</u>
<b>21- OTHER CURRENT LIABILITIES</b>		
Advance from customers Statutory liabilities Other liabilities	-	-
	2,414.07	2,281.94
	1,260.26	631.85
	<u>3,674.33</u>	<u>2,913.78</u>

	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>22- SHORT TERM PROVISIONS</b>		
Provision for employee benefit		
Gratuity	19.70	21.60
Leave Encashment	2.20	2.00
Provision for Expenses	-	21.85
	<u>21.90</u>	<u>45.46</u>
<b>23- REVENUE FROM OPERATIONS</b>	<b>2020-2021</b> ₹ in Lakhs	<b>2019-2020</b> ₹ in Lakhs
ROOMS, FOOD, BEVERAGES AND OTHER SERVICES		
Sale of Services	1,433.00	3,290.02
Others*	46.14	68.00
	<u>1,479.14</u>	<u>3,358.02</u>
*Includes related to generation of electricity business (Refer Note on Segment Reporting)		
<b>24- OTHER INCOME</b>	<b>2020-2021</b> ₹ in Lakhs	<b>2019-2020</b> ₹ in Lakhs
Interest Received/Receivable		
From banks	41.10	34.42
From others	-	5.18
Excess provisions / credit balances no longer required written back	97.80	1,968.70
Net gain on sale of fixed assets	-	12.60
Net gain on foreign currency transaction and translation (other than finance cost)	-	-
Miscellaneous income	8.27	10.54
	<u>147.17</u>	<u>2,031.43</u>
<b>25- CONSUMPTION OF PROVISIONS, BEVERAGES, SMOKES &amp; OTHERS</b>	<b>2020-2021</b> ₹ in Lakhs	<b>2019-2020</b> ₹ in Lakhs
<b>PROVISIONS, OTHER BEVERAGES AND SMOKES</b>		
Opening Stock	109.91	1,236.35
Add : Purchases	600.69	935.68
	<u>710.61</u>	<u>2,172.03</u>
Discarded	-	1,128.63
Closing Stock	201.61	119.91
	<u>201.61</u>	<u>1,248.54</u>
	<u>509.00</u>	<u>923.49</u>
<b>26- EMPLOYEE BENEFITS EXPENSES</b>	<b>2020-2021</b> ₹ in Lakhs	<b>2019-2020</b> ₹ in Lakhs
Salaries and wages	191.97	422.11
Contribution to provident and other funds	4.61	105.52
Contract labour and services	-	-
Staff welfare expense	4.30	(0.07)
Directors Remuneration	72.00	72.00
Leave salary	1.70	(13.30)
Gratuity	15.42	31.47
	<u>290.00</u>	<u>617.74</u>

27- FINANCE COSTS	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
Interest expenses	114.18	124.28
Other borrowing costs (including bank charges)	-	-
Applicable net loss/(gain) on foreign currency transactions and translation {Refer Note 3(xiii) on borrowing costs}	114.18	124.28
<hr/>		
28- OTHER EXPENSES	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
<b>OPERATING, ADMINISTRATION AND GENERAL EXPENSES</b>		
Linen, room, catering and other supplies/services	-	-
Operating equipment and supplies written off		
Power, fuel and light (net)	85.06	97.70
Repairs, maintenance and refurbishing	58.19	85.57
Rent	-	65.55
Rates and taxes	333.04	338.93
Insurance	15.31	11.84
Legal and professional charges	29.71	35.71
Auditors' Remuneration*	3.00	3.00
Stationery and printing	3.54	10.73
Travelling and conveyance	6.54	50.25
Communication (including telephones for guests)	5.51	8.66
Advertisement, publicity and business promotion	34.92	35.06
Corporate Social Responsibility (Refer Note 38)	0.55	9.31
Asset Discard	61.87	89.17
Bank Charges	19.82	3.37
Decoration Expenses	11.85	36.39
Sitting Fees	-	2.40
Miscellaneous & Other Expenses	220.04	451.29
Security Expenses	10.09	22.15
Vehicle Running Expenses	20.32	23.38
Other Upkeep Expenses	3.10	3.17
Hire Charges	0.60	24.08
Cleaning and Laundry Expenses	38.88	73.79
Upkeep Charges	12.21	80.52
Bad debts / advances/Inventories written off/discarded	-	1,814.13
Loss on Sale of Assets / Investments (Share of Subsidiary)	374.79	-
	<u>1,348.93</u>	<u>3,376.18</u>
<hr/>		
*Payments to the auditors for		
-statutory audit	2.50	2.50
-tax audit fee	0.40	0.40
-limited review fees	0.10	0.10
	<u>3.00</u>	<u>3.00</u>
<hr/>		
29- EARNINGS PER EQUITY SHARE	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
Profit/(loss) available for equity shareholders (Amount Rs.)	(824.54)	86.14
Weighted average numbers of equity shares outstanding	292.86	292.86
Nominal value per equity share (in Rupees)	10.00	10.00
<b>Earnings /(loss) Per Equity Share- Basic and Diluted (in Rupees)</b>	<u>(2.82)</u>	<u>0.29</u>

30- CONTINGENT LIABILITIES AND COMMITMENTS	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
<b>CONTINGENT LIABILITIES</b>		
(a) Income tax demand / liabilities not provided for *	443.24	443.24

**Notes:**

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

**COMMITMENTS**

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for:
- (b) Future commitments in respect of assets acquired under Finance Schemes:
- |                                       |   |
|---------------------------------------|---|
| Minimum installments                  | payable within one year                           |
|                                       | later than one year but not later than five years |
| Present value of minimum installments | payable within one year                           |
|                                       | later than one year but not later than five years |

**31 - SEGMENT REPORTING**

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

**32 - Loans and Advances, Trade Receivables and Trade Payables**

The balances of Loans and advances given, unsecured loan received, debtors and creditors are subject to balance confirmation by the respective parties and necessary adjustment if any will be made on its reconciliation.

**33 - Goods and Service Tax Liability**

The GST liability could not be reconciled with GST portal and GST liability is taken as per books of accounts. The interest on GST liability and late return filing fees will be accounted as a when paid, however it may not have any material amount.

**34 - Impact of COVID-19**

Due to outbreak of COVID-19 globally and in India, the Company's management has made initial assessment of likely adverse impact on business and financial risks, and believes that the impact is likely to be short term in nature. The management does not see any medium to long term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due.

**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 Rs. 4.48 Lakhs (Previous Year Rs. 14.08 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 6.86% p.a. (Previous Year 6.83% 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:

The assumptions used are summarized in the following table:

	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2021	As at 31-03-2020	As at 31-03-2021	As at 31-03-2020
Discount rate(per annum)	6.86%	6.83%	6.86%	6.83%
Future salary increase	5.00%	5.00%	5%	5%
Expected rate of return on plan assets	6.86%	6.83%	6.86%	6.83%
Mortality Rates Ultimate	Indian Assured Lives Mortality (2006-08)			
Retirement age	58	58	58	58
Attrition Rate	5%	5%	5%	5%

	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>Change in present value of the defined benefit obligation during the year</b>				
Present value of obligation as at the beginning of the year	109.01	141.31	17.10	30.40
Interest Cost	7.45	11.01	-	-
Current Service Cost	8.14	20.64	-	-
Benefits Paid	-	(30.70)	-	-
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	3.24	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.17)	4.48	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(6.47)	(40.98)	1.70	(13.30)
Present value of obligation as at the end of the year	117.96	109.01	18.80	17.10
<b>Change in fair value of plan assets during the year</b>				
Fair Value of plan assets at the beginning of the year	2.45	2.31	-	-
Interest Income	0.17	0.18	-	-
Contributions by the employer	-	-	-	-
Benefits paid	-	-	-	-
Return on plan assets	(0.02)	(0.04)	-	-
Fair Value of plan assets at the end of the year	2.59	2.45	-	-
<b>Net Asset/ (Liability) recorded in the Balance Sheet</b>				
Present value of obligation as at the end of the year	(117.96)	(109.01)	(18.80)	(17.10)
Fair Value of plan assets at the end of the year	2.59	2.45	-	-
Net Asset/ (Liability)-Current	(17.10)	(19.16)	(2.20)	(2.00)
Net Asset/ (Liability)-Non-Current	(98.26)	(87.41)	(16.60)	(15.10)
<b>Expenses recorded in the Statement of Profit &amp; Loss during the year</b>				
Interest Cost	7.28	10.83	-	-
Current Service Cost	8.14	20.64	-	-
Total expenses included in employee benefit expenses	15.42	31.47	-	-
<b>Recognized in Other Comprehensive Income during the year</b>				
Actuarial (Gain)/Loss on obligation for the period	(6.64)	(33.25)	-	-
Return on plan assets, excluding interest income	0.02	0.04	-	-
Recognized in Other Comprehensive Income	(6.62)	(33.21)	-	-
<b>Balance sheet reconciliation</b>				
Opening Net Liability	106.57	139.01	17.10	30.40
Expense recognised in statement of Profit & Loss	15.42	31.47	1.70	(13.30)
Expense recognised in OCI	6.62)	(33.21)	-	-
Benefits Paid	-	(30.70)	-	-
Net Liability (Asset) recognised in Balance sheet	115.36	106.57	18.80	17.10
<b>Maturity profile of defined benefit obligation</b>				
Within 12 months of the reporting period	55.06	54.23	-	-

	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
Between 2 and 5 years	21.12	18.02	-	-
Between 6 and 10 years	29.36	23.44	-	-
Sum of Years 11 and above	79.65	74.69		
<b>Quantitative sensitivity analysis for significant assumption is as below:</b>				
Increase/ (decrease) on present value of defined benefit obligation at the end of the year				
Delta Effect of +1% Change in Rate of Discounting	(5.17)	(4.65)	-	-
Delta Effect of -1% Change in Rate of Discounting	5.95	5.37	-	-
Delta Effect of +1% Change in Rate of Salary Increase	6.00	5.42	-	-
Delta Effect of -1% Change in Rate of Salary Increase	(5.30)	(4.77)	-	-
Delta Effect of +1% Change in Rate of Employee Turnover	0.74	0.51	-	-
Delta Effect of -1% Change in Rate of Employee Turnover	(0.84)	0.60	-	-

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

	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
<b>CONTINGENT LIABILITIES</b>		
(a) Income tax demand / liabilities not provided for *	443.24	443.24
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	98.26	87.41
(Compensated Absences Earned Leave)"	16.60	15.10

**36 -CORPORATE SOCIAL RESPONSIBILITY**

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 2020-21. However, company have made a contribution of Rs. NIL (PY Rs. 7.74 Lakhs) towards the CSR Activities.

37- EARNINGS AND EXPENDITURE IN FOREIGN CURRENCY	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
Revenue from operations (As reported by the management of the Company)	8.79	184.44
(d) Details of dividends paid to Non-Resident Shareholders holding shares on repatriation basis:		
Final Dividend - Equity		
(i) Financial Year to which dividend relates	-	-
(ii) Number of non-resident shareholders	-	-
(iii) Number of shares held by them	-	-
(iv) Rupees (in Lakhs) equivalent of amount paid in foreign currency	-	-
(v) (Amount in Rupees (in Lakhs) remitted to banks /addresses in India for which the	-	-
company does not have information as to the extent to which remittance in foreign currencies have been made by or on behalf of the non-resident shareholders		

**38 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24**
**(a) Related Parties**

- Key Management Personnel

Narendra Somani

Hemant Somani

Devanand Somani

Ashish Thakkar

Priyanka Gola

- Entities controlled by Directors or their relatives

TGB Foods Private Limited

(with whom transactions entered into during the financial year)

TGB Bakers &amp; Confectionaries Private Limited

Bhagwati Sales Corporation

Sunita Enterprise

Bhagwati Hospitality Services

**(b) Transactions with related parties:**

	Subsidiaries		Key Management Personnel and their relatives		Entities controlled by Directors or their relatives		Total	
	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
Room, Food, Beverages and other services	-	-	-	-	127.15	43.90	127.15	43.90
Remuneration	-	-	89.55	90.60	-	-	89.55	90.60
Commercial Transaction	-	-	-	-	466.96	(213.71)	466.96	(213.71)

**BALANCE OUTSTANDING**

	Payable		Receivable	
	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
Subsidiaries*	-	-	-	1,830.72
Key Management Personnel and their relatives	78.58	40.10	-	7.55
Entities controlled by Directors or their relatives	129.25	251.01	1,086.41	1,112.35
<b>Total</b>	<b>207.83</b>	<b>291.11</b>	<b>1,086.41</b>	<b>2,950.62</b>

**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**

	2020-2021 ₹ in Lakhs	2019-2020 ₹ in Lakhs
Revenue from Operations		
TGB Foods Private Limited	127.15	0.00
<b>F &amp; B Purchase</b>		
TGB Bakers & Confectionaries Private Limited	0.00	43.90
<b>Remuneration</b>		
Narendra G. Somani	48.00	48.00
Hemant G. Somani	24.00	24.00
Ashish Thakkar	15.00	15.00
Priyanka Gola	2.55	3.60
<b>Commercial Transactions entered</b>		
TGB Bakers & Confectionaries Private Limited loan received back	32.98	46.77
TGB Foods Private Limited - Advance from Customer	224.63	(12.36)
Sunita Enterprise-Advances given	0.15	0.00
Bhagwati Hospitality Services- Unsecured Loan repaid/(taken)	209.20	(248.12)



**BALANCE OUTSTANDING**

	Payable		Receivable	
	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs	As at 31-03-2021 ₹ in Lakhs	As at 31-03-2020 ₹ in Lakhs
<b>- Subsidiaries*</b>				
Lov Kush Properties Private Limited (Loans given)	-	-	-	1,263.76
Lov Kush Properties Private Limited (Debtors)	-	-	-	566.96
<b>- Key Management Personnel</b>				
Narendra Somani	20.67	-	-	7.55
Hemant Somani	23.53	10.05	-	-
Devanand Somani	30.88	26.08	-	-
Ashish Thakkar	3.20	3.67	-	-
Priyanka Gola	0.30	0.30	-	-
<b>- Entities controlled by Directors or their relatives</b>				
TGB Foods Private Limited	89.05	0.00	8.50	-
TGB Bakers & Confectionaries Private Limited (Pur)	-	1.46	-	-
TGB Bakers & Confectionaries Private Limited (Loans)	-	-	1,030.95	1,065.39
Bhagwati Sales Corporation	-	-	46.97	46.97
Sunita Enterprise	1.26	1.41	-	-
Bhagwati Hospitality Services	38.94	248.13	-	-

**Note:**

The above transactions excludes changes due to exchange rate fluctuation.

These include Provident Fund paid / payable by the employer.

Now no longer subsidiary

**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 March 31, 2020 In lakhs**

	Carrying amount		Fair value	
	As at 31-03-2020	Level 1	Level 2	Level 3
<b>Financial assets at amortised cost:</b>				
Investments (Non-Current)	500.01	-	-	-
Bank Deposits (Non-Current)	413.05	-	-	-
Other Non-Current Financial Assets	186.80	-	-	-
Trade Receivables	1,064.34	-	-	-
Cash and Cash Equivalents	139.10	-	-	-
Bank Balances Other than Cash and Cash Equivalents	-	-	-	-
Security Deposits (Current)	-	-	-	-
Other Current Financial Assets	-	-	-	-
<b>TOTAL</b>	<b>2,303.30</b>	-	-	-

	Carrying amount		Fair value	
	As at 31-03-2020	Level 1	Level 2	Level 3
<b>Financial assets at fair value through profit or loss:</b>				
Security Deposits (Non-Current)	-	-	-	-
<b>TOTAL</b>	-	-	-	-
<b>Financial liabilities at amortised cost:</b>				
"Borrowings (Non-Current)				
* Level 3 Includes deferment of loan charges on pro-rata basis during the tenure of loan"	573.19	-	-	-
Borrowings (Current)	740.90	-	-	-
Trade Payables	1,352.55	-	-	-
Security Deposits (Current)	-	-	-	-
Other financial liabilities (Current)	-	-	-	-
<b>TOTAL</b>	<b>2,666.64</b>	-	-	-
<b>Financial liabilities at fair value through profit or loss:</b>				
Security Deposits (Non-Current)	-	-	-	-
<b>TOTAL</b>	-	-	-	-

**II. Figures as at March 31, 2021**

	Carrying amount		Fair value	
	As at 31-03-2021	Level 1	Level 2	Level 3
<b>Financial assets at amortised cost:</b>				
Investments (Non-Current)	0.01	-	-	-
Bank Deposits (Non-Current)	456.08	-	-	-
Other Non-Current Financial Assets	201.80	-	-	-
Trade Receivables	1,015.18	-	-	-
Cash and Cash Equivalents	60.95	-	-	-
Bank Balances Other than Cash and Cash Equivalents	-	-	-	-
Security Deposits (Current)	-	-	-	-
Other Current Financial Assets	-	-	-	-
<b>TOTAL</b>	<b>1,734.02</b>	-	-	-
<b>Financial assets at fair value through profit or loss:</b>				
Security Deposits (Non-Current)	-	-	-	-
<b>TOTAL</b>	-	-	-	-
<b>Financial liabilities at amortised cost:</b>				
"Borrowings (Non-Current)				
* Includes deferment of loan charges on pro-rata basis during the tenure of loan"	433.57	-	-	-
Borrowings (Current)	695.81	-	-	-
Trade Payables	1,449.70	-	-	-
Security Deposits (Current)	-	-	-	-
Other financial liabilities (Current)	-	-	-	-
<b>TOTAL</b>	<b>2,579.08</b>	-	-	-
<b>Financial liabilities at fair value through profit or loss:</b>				
Security Deposits (Non-Current)	-	-	-	-
<b>TOTAL</b>	-	-	-	-

During the reporting period ending March 31, 2021 and March 31, 2020, there were no transfers between Level 1 and Level 2 fair value measurements.

**III. Description of significant unobservable inputs to valuation:**

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

	As at 31-03-21	As at 31-03-20
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 Previous year figure have been re-grouped/re arranged wherever necessary**

"As per our report of even date attached"

For **Suresh R Shah & Associates**

Chartered Accountants

Firm Registration Number: 110691W

**Mrugen K. Shah**

Partner

Membership Number: 117412

Place: Ahmedabad

Dated : 28-06-2021

UDIN : 21117412AAAAGR4472

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Narendra G. Somani** - Chairman & Managing

(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

LOVE KUSH PROPERTIES PRIVATE LIMITED

#### NOTE:

Pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) 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), the Company has divested its Investment from its Wholly owned subsidiary company viz. Lov Kush Properties Private Limited, and Consequently, Lov Kush Properties Private Limited has also ceased to be a wholly owned subsidiary of TGB Banquets and Hotels Limited with effect from the conclusion of Board Meeting dated 24th July, 2020 consequently announce in the outcome of board meeting on September 02, 2020 that Lov Kush Properties Private Limited has fully ceased to be a wholly owned subsidiary of TGB Banquets and Hotels Limited with effect from the conclusion of this Board Meeting viz. September 02, 2020. Necessary Agreement regarding the sale of shares and other process has been done by the management in due course of time.

- a. Names of subsidiaries which are yet to commence operations - NA
- b. Names of subsidiaries which have been liquidated or sold during the year – Lov Kush Properties Private Limited

#### Part "B": Associate and Joint Ventures Not Applicable

"As per our report of even date attached"

For **Suresh R Shah & Associates**

Chartered Accountants

Firm Registration Number: 110691W

**Mrugen K. Shah**

Partner

Membership Number: 117412

Place: Ahmedabad

Dated : 28-06-2021

UDIN : 21117412AAAAGR4472

#### ON BEHALF OF THE BOARD OF DIRECTORS

**Narendra G. Somani** - Chairman & Managing  
(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  
E-mail: [info@tgbhotels.com](mailto:info@tgbhotels.com) Website: [www.tgbhotels.com](http://www.tgbhotels.com) Ph: 079-26841000, Fax: 079-26840915

**ATTENDANCE SLIP**

<b>Folio No./DP ID &amp; Client ID No.</b>		<b>No. of Shares:</b>	
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 authorize TGB Banquets and Hotels Limited to send me all notices, Annual Report and other communications at the aforesaid email id.

I/We hereby record my/our presence at the **22<sup>nd</sup> Annual General Meeting** of the Company to be held on Wednesday, 29th September, 2021 at 11:00 a.m. at "The Grand Bhagwati" Plot No: 380, Bodakdev, S.G. Highway, Ahmedabad- 380054

\_\_\_\_\_  
Signature of First holder/Proxy

\_\_\_\_\_  
Signature of 1st Joint holder

\_\_\_\_\_  
Signature of 2nd Joint holder

**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.



**TGB BANQUETS AND HOTELS LIMITED**

CIN: L55100GJ1999PLC036830

Registered Office: "The Grand Bhagwati", Plot No. 380, S. G. Road, Bodakdev, Ahmedabad-380054  
E-mail: [info@tgbhotels.com](mailto:info@tgbhotels.com) Website: [www.tgbhotels.com](http://www.tgbhotels.com) Ph: 079-26841000, Fax: 079-26840915

**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 : \_\_\_\_\_

Email 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 22nd Annual General Meeting of the Company to be held on Wednesday, 29th September, 2021 at 11:00 a.m. at "The Grand Bhagwati" Plot No: 380, Bodakdev, S.G. Highway, Ahmedabad- 380054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution
	<b>Ordinary Business</b>
1.	Adoption of the Financial Statements for the financial year ended March 31, 2021 and reports of the Board of Directors and Auditors thereon
2.	Appointment of a Director in place of Mr. Hemant G. Somani (DIN: 00515853), who retires by rotation and being eligible, offers himself for re-appointment
3.	Appointment of Statutory Auditor of the company to fill casual vacancy.
	<b>Special Business</b>
4.	To approve continuation of employment of Mr. Devanand G. Somani (DIN: 00515959) as a Whole-time Director designated as Executive Director
5.	To approve continuation of employment of Mr. Hemant G. Somani (DIN: 00515853) as a Whole-time Director designated as Executive Director
6.	Regularization of Mr. Nishit Bharatbhai Popat (DIN: 09279612) as non executive Independent Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature of Shareholder: \_\_\_\_\_

Affix ₹ 1/-  
Revenue  
Stamp

\_\_\_\_\_  
Signature of 1st Proxy holder

\_\_\_\_\_  
Signature of 2nd Proxy holder

\_\_\_\_\_  
Signature of 3rd Proxy holder

**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.



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## THE GRAND BHAGWATI

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**Registered & Corporate Office: "The Grand Bhagwati", Plot No. 380**

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