THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB

FORM-A

Sr. No.	Particulars	Details
1.	Name of the Company	**TGB Banquets and Hotels Limited** (Formerly Known as Bhagwati Banquets and Hotels Limited)
2.	Annual Financial Statements for the year ended	March 31, 2015
3.	Type of Audit Observation	Unqualified Audit Report
4.	Frequency of observation	Not Applicable

For, TGB Banquets and Hotels Limited

Narendra G. Somani
(Managing Director)

Bakul R. Parikh
(Chairman- Audit Committee)

For, O.P. Bhandari & Co.
Chartered Accountants
Firm Reg. No.: 112633W

O.P. Bhandari
(Partner)
Membership No. 34409

GRAND MOMENTS. GREAT MEMORIES.

ANNUAL REPORT 2014-15

TGB BANQUETS AND HOTELS LIMITED

"Our whole approach to hospitality and to our stakeholders took great planning, foresight, commitment and passion to arrive at. At every step of the way, we stayed true to our unique identity and culture and the years have shown this to be a defining factor of the success enjoyed by TGB. We did all this for one purpose... and one purpose alone - To serve up the very best of TGB, every day, every time, on a platter to our valued guests and all other stakeholders. This report places a complete account of the hotel's performance for the year under review, on a platter, for the benefit of all".

Dear Shareholder TGBians,

I am pleased to present to you the Annual Report and Audited Accounts of TGB Banquets & Hotels Ltd for the financial year 2014 -15. The group made robust progress during the year in review; a year which did hold some areas of challenge for us.

Let us examine the Hotel's performance within the context of our operating environment for the period under review.

The economic environment

An uneven global recovery continued to prevail in 2014.The economy grew by only 6% in 2014. It is likely to grow by 7% in the year, and Tourism – global and local over 1.1 billion tourists travelled the world in 2014 – an increase of 4.4% over the previous year. The forecast is for this number to grow by between 3% and 4% in 2015.

Hospitality sector is showing a buoyant growth in its economic growth was 7%-9% in 2014-15 and slated to grow 9%-12% in the year 2015-16.

Performance

The year threw up some challenges at us. Even though our overall performance did not reach expected levels, we recorded growth in the critical 'Banquets' vertical. Despite the Hotel operating with its full inventory, a confluence of factors exerted some pressure on our operations. There has been an increase in cash profit, but a lot more can be achieved and we are working towards it.

On a very encouraging note, we have added franchise properties in Jamnagar, the upcoming five star hotel in Indore which will be managed by us would add to our performance. The banquets and party lawns of the property are already open for business. Tapping into the online market has been on our agenda. You would be pleased to know that online bookings now account for 18% of business received – up from a level of just 5% three years ago. We expect this to rise to 50% within the next three years.

It is commendable that we have initiated and controlled our administrative, selling and other expenses by a good margin compared to the last year and steps have been taken to reduce the fixed costs to improve the performance the next year.

Your Company is built on solid foundations. Our values, focus, passion and a unique model of hospitality continue to differentiate our offering from the many others up for choice. A presence in various verticals of hospitality - luxury hotels, budget hotels, gourmet outdoor catering, banquets, restaurants, club, et al is what gives is strength and flexibility to adapt to new market and economic conditions.

Appreciation

As I conclude this message, I would like to thank the Board of Directors for their guidance and support in charting the optimal course for the Hotel this year. I thank the management team and associates for the yeoman support and co-operation they unstintingly extend for the furtherance of TGB Banquets & Hotels Ltd and its aspirations. I warmly thank the OTA's and travel agent fraternities and all our honored guests – you are integral to our existence and success. To the TGB Banquets & Hotel team members who are a family – thank you for your efforts, contributions, loyalty and the belief that in working together and delighting our clients. There is an undiminished dynamism and 'buzz' in the country and the industry today – different complexions spawn different opportunities and challenges alike. There is joy, excitement and accomplishment to be pursued and won; and we are ideally placed for the chase!

Narendra Somani

Chairman & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Narendra G. Somani	–	*Chairman & Managing Director*
Devanand G. Somani	–	*Whole-time Director*
Hemant G. Somani	–	*Whole-time Director*
Ramesh K. Motiani	–	*Whole-time Director*
Bakul R. Parikh	–	*Director*
Balveermal Singhvi	–	*Director*
Anjali Tolani	–	*Director*
Mahendra Kumar Bhandari	–	*Additional Director (w.e.f. 10.02.2015)*
Mangharam Sumani	–	*Director (upto 23.05.2014)*
Raj Ratan Singhvi	–	*Director (upto 06.08.2014)*

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CHIEF OPERATING OFFICER
Chander Sarvagyam

CHIEF FINANCIAL OFFICER
Prem Pareek (upto 15.04.2015)

COMPANY SECRETARY
Kalpesh Mehta (upto 22.07.2015)

AUDITORS
O. P. Bhandari & Co.
Chartered Accountants

BANKERS
State Bank of India
ICICI Bank Limited
Indian Overseas Bank

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

EQUITY SHARES
ISIN DEMAT CODE : INE797H01018

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

REGISTRAR & SHARE TRANSFER AGENT
Link Intime India Private Limited
Unit No. 303, 3rd floor, Shopper Plaza V,
Opp Municipal Market, Behind Shoppers Plaza II,
Off C.G. Road, Ahmedabad - 380009
E-mail: ahmedabad@linkintime.co.in

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the members of **TGB BANQUETS AND HOTELS LIMITED** (formerly known as BHAGWATI BANQUETS AND HOTELS LIMITED) will be held on **Wednesday, September 23, 2015 at 10:30 AM** at **"SINDHU BHAVAN", Plot No.173, 100 ft. Ring Road, off. S. G. Highway, Judges Bungalow Cross Road, Bodakdev, Ahmedabad - 380054** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including audited Balance Sheet as at and the Statement of Profit and Loss [including consolidated Balance Sheet and Statement of Profit and Loss] for the year ended on March 31, 2015 together with the Reports of the Directors and Auditors thereon.

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

3. To appoint the Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 [the "Act"] and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, M/s O. P. Bhandari & Co., Chartered Accountants (Firm Registration No. 112633W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be mutually determined between the Auditors and Board of Directors of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Mahendra Kumar Bhandari (DIN: 03035629) as an Independent Director of the Company and in this regard 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, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, Mr. Mahendra Kumar Bhandari, who was appointed as an Additional Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from the date of the 16th Annual General Meeting of the Company.

   "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. 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 an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 196 and 197 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 as a Whole-time Director of the Company for a period of five years commencing from October 1, 2015 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 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. Devanand G. Somani shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration 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. 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 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 as a Whole-time Director of the Company for a period of five years with effect commencing from October 1, 2015 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 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 shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration 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."

7. To approve continuation of employment of Mr. Ramesh K. Motiani (DIN: 00515913) 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 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. Ramesh K. Motiani as a Whole-time Director of the Company for a period of five years with effect commencing from October 1, 2015 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. Ramesh K. Motiani 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. Ramesh K. Motiani shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration 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."

8. Approval for entering into Related Party Transactions by the Company 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 Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Name of Related Party	Name of the Director/KMP who is related and nature of relationship	Nature of Transaction	Maximum value of Transaction during any financial year (in ₹)
1.	TGB Bakers and Confectioners Private Limited	Mr. Narendra G. Somani, Mr. Devanand G. Somani and Mr. Hemant G. Somani are Director and Shareholder in the Company	sale, purchase or supply of any goods or materials, bakery product and other food items.	15 crores
2.	Bhagwati Sales Corporation	Relative of Mr. Narendra G. Somani	sale, purchase or supply of any goods or materials, food items, furniture and fixture, etc.	15 crores

** Expected maximum annual value of transaction over the next three to four 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."

By Order of the Board of Directors
For **TGB BANQUETS AND HOTELS LIMITED**

Place : Ahmedabad
Date : August 14, 2015

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

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

NOTES:

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

   Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Members. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

2) **The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.**

3) Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Annual General Meeting are annexed to the Notice.

4) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

5) Relevant documents referred to in the accompanying Notice and in the Explanatory Statements 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 **Saturday, September 12, 2015 to Wednesday, September 23, 2015 (both days inclusive).**

7) 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 shareholding) as on the cut- off date i.e. **September 16, 2015.**

8) The e-voting period will commence on **Sunday, September 20, 2015 [9:00 AM]** and ends on **Tuesday, September 22, 2015 [5:00 PM].** During this period, Members holding shares either in physical form or demat form, as on cut-off date i.e. **September 16, 2015** 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.

9) 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.

10) Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant Sections under the Companies Act, 2013 are yet to be notified), Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unclaimed dividend as on **September 25, 2014** on the website of the Company and also on the website of the Ministry of Corporate Affairs.

11) Further, attention of members are invited that the unpaid or unclaimed dividend amount shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government if not claimed within Seven Years.

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

13) Pursuant to the 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. Members who have not registered their e-mail addresses are requested to register their e-mail address with their Depository Participant(s) and update the same if there is any change in e-mail id.

14) Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website 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

15) **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 16th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 16th AGM. 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 AGM.

16) The Company has appointed Mr. R.S. Sharma, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

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

18 Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **September 23, 2015.**

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

The instructions for shareholders voting electronically are as under:

(i) The remote e-voting will commence on **Sunday, September 20, 2015 (9.00 AM)** and will end on **Tuesday, September 22, 2015 (5.00 PM).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 16, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members holding share in physical or in demat form as on **September 16, 2015** shall only be eligible for e-voting.

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

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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

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

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

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
•	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number will be intimated to such member by way of letter.
•	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
•	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xii) Click on the EVSN (150827028) TGB BANQUETS AND HOTELS LIMITED.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

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

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help Section or write an e-mail to helpdesk.evoting@cdslindia.com.

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 Nos. 4 to 8 of the accompanying Notice dated August 14, 2015:

Item No. 4

The Board of Directors of the Company have appointed Mr. Mahendra Kumar Bhandari (DIN: 03035629) as an Additional Director of the Company with effect from February 10, 2015, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such up to the date of this Annual General Meeting of the Company.

In terms of provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Mahendra Kumar Bhandari as Independent Director of the Company for a term up to 5 (five) consecutive years commencing from the date of the 16th Annual General Meeting.

Mr. Mahendra Kumar Bhandari has given his declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Mahendra Kumar Bhandari fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement and is independent to the management.

The Company has received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mahendra Kumar Bhandari for the office of director of the Company.

Brief resume of Mr. Mahendra Kumar Bhandari, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships /chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges, is provided in Annexure-A at the Notice.

A copy of the draft Letter of Appointment of Mr. Mahendra Kumar Bhandari as Independent Director, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company.

Other than Mr. Mahendra Kumar Bhandari and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Mahendra Kumar Bhandari is appointed as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for approval of the members of the Company.

Item No. 5

Mr. Devanand G. Somani (DIN: 00515959), who was appointed as Executive Director of the Company by the members on September 29, 2010 for a period of five years from the October 01, 2010, the present term of Mr. Devanand G. Somani is ending on September 30, 2015.

Keeping in view that Mr. Devanand G. Somani 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 as Whole-time Director designated as Executive Director. Mr. Devanand G. Somani 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 August 14, 2015 approving re-appointment of Mr. Devanand G. Somani as Whole-time Director designated as Executive Director for a further period of five years commencing from October 01, 2015 to September 30, 2020 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 and the terms and conditions of the re- appointment are given below:

i. **Salary:** ₹ 2,00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

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 Executive 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-imbursement:** 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.

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 Executive 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 Executive Directors for attending the meetings of the Board of Directors or Committees thereof.

f. The Executive Directors shall 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.

All other existing terms and conditions for the re-appointment shall remain unchanged and the disclosure under Clause 49 of the Listing Agreement 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. Devanand 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. 6

Mr. Hemant G. Somani (DIN: 00515853), who was appointed as Executive Director of the Company by the members on September 29, 2010 for a period of five years from the October 01, 2010, the present term of Mr. Hemant G. Somani is ending on September 30, 2015.

Keeping in view that Mr. Hemant G. Somani 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 as Whole- time Director designated as Executive Director. Mr. Hemant G. Somani 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 August 14, 2015 approving re-appointment of Mr. Hemant G. Somani as Whole-time Director designated as Executive Director for a further period of five years commencing from October 01, 2015 to September 30, 2020 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, pursuant to Section 190 of the Companies Act, 2013.

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

i. **Salary:** ₹ 2,00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

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 Executive 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's 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-imbursement:** 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.

Other terms and conditions:

a. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Hemant G. Somani as Executive 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 Executive Directors for attending the meetings of the Board of Directors or Committees thereof.

f. The Executive Directors shall 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.

All other existing terms and conditions for the re-appointment shall remain unchanged and the disclosure under Clause 49 of the Listing Agreement 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. 7

Mr. Ramesh K. Motiani (DIN: 00515913) who was appointed as Executive Director of the Company by the members on September 29, 2010 for a period of five years from the October 01, 2010, the present term of Mr. Ramesh K. Motiani is ending on September 30, 2015.

Keeping in view that Mr. Ramesh K. Motiani has been involved in the operations of the Company from last 13 years with an over a four decades expertise in the retail and wholesale business. He takes care of the general administration of the company. Pursuant to recommendation of the Nomination and Remuneration Committee of the Company, the board of Directors of the Company passed a resolution on August 14, 2015 approving re-appointment of Mr. Ramesh K. Motiani as Whole-time Director designated as Executive Director for a further period of five years commencing from October 01, 2015 to September 30, 2020 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 Section196 and as a written memorandum setting out the terms of appointment of Mr. Ramesh K. Motiani, pursuant to Section 190 of the Companies Act, 2013.

The Details of the remuneration payable to Mr. Ramesh K. Motiani and the terms and conditions of the re- appointment are given below:

i. **Salary:** ₹ 50,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

ii. **Perquisites:** shall be entitled to all the perquisites as applicable to the senior employees of the company.

Other terms and conditions:

a. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Ramesh K. Motiani as Executive 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. Ramesh K. Motiani.

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 Executive Directors for attending the meetings of the Board of Directors or Committees thereof.

f. The Executive Directors shall 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.

All other existing terms and conditions for the re-appointment shall remain unchanged and the disclosure under Clause 49 of the Listing Agreement 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. Ramesh K. Motiani. 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. Ramesh K. Motiani 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. 8

The Provisions of Section 188 (1) (a) of the Companies Act, 2013 that govern the related party transactions for entering into any contract and arrangement as mentioned herein below with related parties, the Company shall require prior approval of members by way of ordinary resolution for sale, purchase or supply of any goods or materials directly or through appointment of agent exceeding ten percent of the turnover of the Company or Rupees one hundred crore whichever is lower. Whereas as per the Clause 49 of the listing agreement, all material related party transactions shall require approval of the members though Special Resolution.

Since the Company is engaged in banqueting, hotels and restaurant business and maintenance and delivery of the quality foods and services to customers is a very essential part of the business. To maintain the better quality foods, beverages, modern furniture & fixtures for interiors & exteriors and to sustain in this highly competitive market and to achieve & maintain the competitive advantage of the food quality and retain with the satisfied customer it is required to purchase of bulk quality of goods and required to ensure on time delivery of the food items during the peak seasons.

The Board of Directors of the Company has approved the contract and arrangement with Bhagwati Sales Corporation and TGB Bakers and Confectioners Private Limited, which are on the arms length basis. Looking toward the future prospects of the Company, the transaction with these related party may exceed the limit which are considered as material in terms of the listing agreement, as a matter of precaution the board has recommend to the members to approve the following limits during any financial year as Special Resolution for the transaction with following related parties:

Sr. No.	Name of Related Party	Name of the Director/KMP who is related and nature of relationship	Nature of Transaction	Maximum value of Transaction during any any financial year (in ₹)
1.	TGB Bakers and Confectioners Private Limited	Mr. Narendra G. Somani, Mr. Devanand G. Somani and Mr. Hemant G. Somani are Director and Shareholder in the Company	sale, purchase or supply of any goods or materials, bakery product and other food items.	15 crores
2.	Bhagwati Sales Corporation	Relative of Mr. Narendra G. Somani	sale, purchase or supply of any goods or materials, food items, furniture and fixture, etc.	15 crores

** Expected maximum annual value of transaction over the next three to four years.*

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No.8 shall be entitled to vote on this Special Resolution.

The Board of Directors recommends the resolution set forth in item No. 8 for approval of the Members. Except Promoters, Directors and their relatives (to the extent of their shareholding interest in the Company), none of Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors
For **TGB BANQUETS AND HOTELS LIMITED**

Place : Ahmedabad
Date : August 14, 2015

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

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

ANNEXURE-A

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

Name of the Directors	Mr. Devanand G. Somani	Mr. Hemant G. Somani	Mr. Ramesh K. Motiani	Mr. Mahendrakumar Bhandari
Date of Birth	22.04.1971	06.05.1976	22.05.1949	13.11.1951
DIN	00515959	00515853	00515913	03035629
Date of Appointment	13.04.2000	22.07.2002	22.07.2002	10.02.2015
Qualification	F.Y B.com	F.Y B.com	9th Pass	B.E. (Mechanical)
Nature Expertise in specific functional Area	Catering & Hotel Industry	Hospitality & Event Management	Retail &Wholesale Business	Project Management
Profile of the Director	Mr. Devanand Somani is having more than 20 years Experience in Catering and Hotel Industry.	Mr. Hemant Somani is having more than 18 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. Ramesh Motiani is having enriched and multifarious experience of about 40 years in retail and wholesale business.	Mr. Mahendra Kumar Bhandari has Experience of 40 years in Ceramic line for producing Sanitary wares, Tiles & High Voltage Insulators held various posts in the ceramic Industry.
Directorships held in other Public Companies (excluding foreign and Private Companies)	NIL	NIL	NIL	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship committees across Public Companies	NIL	NIL	NIL	NIL
Share holding in the Company	909800	775350	491500	NIL
Relationship between directors inter se	Relative of Mr. Narendra G. Somani and Mr. Hemant G. Somani	Relative of Mr. Narendra G. Somani and Mr. Devanand G. Somani	NIL	NIL

DIRECTORS' REPORT

To,

The Members,

Your directors have pleasure in presenting their 16th Annual Report with the Audited Financial Statements for the financial year ended March 31, 2015.

FINANCIAL RESULTS

The financial performance of the Company, for the year ended on March 31, 2015 is summarized below:

(₹ in Lacs)

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Revenue from Operation	13969.49	15639.43
Other Income	214.88	195.37
Total Revenue	**14184.37**	**15834.80**
Less : Operating Expenditure	11135.48	11883.63
Profit from Operations	**3048.89**	**3951.17**
Less : Financial Charges	2131.01	2118.10
Less: Depreciation and Amortization	2111.21	1283.73
Profit before tax	**(1193.33)**	**549.34**
Less : Provision for taxation	50.00	105.00
Less : Deferred tax Liability	(122.61)	259.35
Profit after tax	**(1120.72)**	**184.99**
Add : Profit brought forward from previous year	3977.63	3792.64
Less: Adjustment of Fixed Assets	(215.46)	0.00
Profit available for appropriation	**2641.45**	**3977.63**
Profit Carried forward to the Balance Sheet	2641.45	3977.63

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

REVIEW OF OPERATIONS

During the financial year 2014-15, your Company booked total revenue of ₹ 14184.37 Lacs as compared to ₹ 15834.80 Lacs in financial year 2013-14, This year your Company booked operating profit of ₹ 3048.89 Lacs as compared to ₹ 3951.17 Lacs in the previous financial year.

DIVIDEND

Looking to the requirement of the funds for internal growth of the Company, the Board of Directors of the Company have decided not to recommend any dividend for the year ended on March 31, 2015.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis, for the year under review, as stipulated under clause 49 of Listing Agreement, is included in this report as Annexure-"A".

PERFORMANCE OF SUBSIDARY COMPANY

Lov Kush Properties Private Limited, Wholly Owned subsidiary Company of the Company has not commenced any business operations during the financial year 2014-15. The performance and financial position of the subsidiary are given in Form AOC-1 attached to the Financial Statements for the year ended March 31, 2015.

CONSOLIDATED FINANCIAL STATEMENTS

The accounts of the Lov Kush properties Private Limited are consolidated with the accounts of the Company in accordance with the provisions of Accounting Standards AS-21 on consolidated financial statement issued by the Institute of Chartered Accountants of India, Companies Act, 2013 read with Schedule III of the Companies Act, 2013 and rules made thereunder and the Listing Agreement with Stock Exchanges. The audited consolidated financial statements are provided in this Annual Report.

RELATED PARTY TRANSACTIONS

All transactions entered by the Company during the financial year 2014-15 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions. The consent of the members of the Company to be accorded for entering into Related Party Transactions by the Company by way of Special Resolution at the ensuing Annual General Meeting of the Company.

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.tgbhotels.com/wp-content/uploads/2015/02/RPT_Po.pdf Disclosures on related party transactions are set out in note no. 2.24 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. The Company has repaid the amount of ₹ 55.39 Lacs as principle and interest thereon from time to time. As on March 31, 2015, Deposits of worth ₹ 10.49 Lacs were yet not matured.

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

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

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between March 31, 2015 and the date of this Report. Further, the Company has passed Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for Sale of undertaking and assets of the Company by way of Postal Ballot dated April 27, 2015.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

1. CHANGES IN THE COMPOSITION OF BOARD OF DIRECTORS

Mr. Mahendra Kumar Bhandari (DIN 03035629) was appointed as Independent Additional Directors on Board of the Company in place of Mr. Rajratan Singhvi, whose office is vacated due to his demise on August 06, 2014. The Board placed on record its appreciation of the valuable contribution and guidance provided by Mr. Rajratan Singhvi to the Company.

Mr. Bakul R. Parikh (DIN: 00517975), Mr. Balveermal Singhvi (DIN: 05321014) and Ms. Anjali Tolani (DIN: 06958982) were appointed as Independent Directors of the Company at the last Annual General Meeting (AGM) held on September 25, 2014 for a term of five years from the date of the 15th Annual General Meeting.

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. The Board recommends to the members for their approval for Appointment of Mr. Mahendra Kumar Bhandari as an Independent Director of the Company at the ensuing Annual General Meeting of the Company.

3. RETIREMENT BY ROTATION

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

4. RE-APPOINTMENTS/APPROVALS FOR EXECUTIVE DIRECTORS

The present term of appointment of Mr. Devanand G. Somani, Mr. Hemant G. Somani and Mr. Ramesh K. Motiani as Whole-time directors of the Company is completing on September 30, 2015. The consent of the members of the Company to be accorded for continuation of employment of Mr. Devanand G. Somani (DIN: 00515959), Mr. Hemant G. Somani (DIN: 00515853) and Mr. Ramesh K. Motiani (DIN: 00515913), as a Whole-time Directors, designated as Executive Director of the Company, for a period of 5(five) years commencing form October 1, 2015 at the 16th Annual General Meeting of the Company.

5. PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

As required under Clause 49 of the Listing Agreement, Particulars of the Directors retiring by rotation and seeking appointment / re-appointment at the ensuing Annual General Meeting is annexed to the notice convening 16th Annual General Meeting.

6. CHANGES IN OTHER KEY MANAGERIAL PERSONNEL

i. Mr. Prem Pareek, who have joined the Company as Chief Financial Officer have resigned on April 15, 2015,

ii. Mr. Kalpesh Mehta, who have joined the Company as Company Secretary have resigned on July 22, 2015,

and there was no other appointment or cessation of key managerial personnel during the financial year.

AUDITORS

STATUTORY AUDITORS

At the Annual General Meeting held on September 25, 2014 the Members approved the appointment of M/s. O. P. Bhandari & Co., Chartered Accountants, (Firm Registration No. 112633W) as Statutory Auditors to hold office commencing from the Fifteenth Annual General Meeting till the conclusion of the Sixteenth Annual General Meeting of the Company. The Board has proposed the re-appointment of M/s O. P. Bhandari & Co., Chartered Accountants as Statutory Auditors of the Company to hold office commencing from the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company. The appointment is accordingly proposed in the Notice of the current Annual General Meeting vide item no. 3 for approval by Members.

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

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. R. S. Sharma & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2015. The Secretarial Audit Report is annexed herewith as Annexure- "B". The report of the Secretarial Auditor is self explanatory.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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 has been explained in the Corporate Governance Report.

REMUNERATION POLICY

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

a) in the preparation of the annual accounts for the year ended March 31, 2015, 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.

BOARD MEETINGS

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

CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance requirements under the Act and as stipulated under clause 49 of the Listing Agreement. A separate Section on detailed report on the Corporate Governance practices followed by the Company under the Listing Agreement along with a certificate from M/s. O. P. Bhandari & Co., Chartered Accountants, confirming the compliance, is part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY [CSR]

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

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

INTERNAL CONTROL AND ITS ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company's internal control system is commensurate with its size, scale and complexities of its operations

MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES:

I. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

II. TGB BUSINESS CONDUCT POLICY

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

BUSINESS RISK MANAGEMENT

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

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

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

RECONSTITUTION OF AUDIT COMMITTEE

The Board has reconstituted the Audit Committee which comprises of Mr. Bakul R. Parikh as the Chairman and Mr. Balveermal Singhvi and Mr. Narendra G. Somani as the members. More details on the Committee are given in the Corporate Governance Report.

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

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

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134[3][m] of the 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 is grateful to the financial institutions, banks, 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 organisation's growth and success possible and continues to drive its progress. Finally, the Directors wish to express their gratitude to the Members for their trust and support.

For and on behalf of the Board

Place : Ahmedabad
Date : August 14, 2015

Narendra G. Somani
Chairman & Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

Annexure - "A" to the Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry's Structure and Developments

In the last few years, the structure of the industry has been changing and the development have been phenomenal especially on the mid size segment, hotels focusing more on the banqueting & conferencing and of course mushrooming of International & Domestic branded hotel even in the II tier and even III tier cities of India. This was significantly seen all over India and even more in Gujarat in the year 2014-15.

Opportunities & Threats

The budget hotel concepts and Service Apartments are briskly taking the place of established hotels. The advent of 'Room Aggregators & On-Line Travel Agents has been a bane as well as boon for the industry. The new trends have given rise to competition resulting in Lower occupancy and of course lower rates per room. Similarly the ever changing government policies , taxation and regulations has never been friendly for the Hotel Industry.

TGB's Business Outlook

Revenue

The Company recorded revenue ₹ 141 Crores during the financial year under review, compared to ₹ 158 Crores achieved during the previous period. Though the growth in Room & Food Beverage revenue showed a marginal decline, but our mainstay Banqueting & Catering showed a growth. Forthcoming year seems to be promising with the addition of managed property in Indore - The Grand Bhagwati Palace.

Expenses

During the period under review, total expenses have increased marginally. Cost of sales has decreased, compared to previous period and it is mainly due to change in revenue composition & the new rules applied on hospitality industry on Depreciation and Amortization of assets with retrospective effect. Administrative costs and Marketing & Promotional expenses have decreased considerably. Power & Energy costs also show a favorable variance compared to last year. This is mainly due to implementation of energy saving initiatives by the Company. Good initiatives in controlling the expenses have resulted in the decrease in Administrative costs & Selling costs. Payroll costs increased, compared to previous period, mainly due to salary revision to both Executive and Non-Executive staff. Depreciation for the year was reported a considerable increase, compared to previous period. This is mainly due to additional depreciation charge effected on Hospitality Industry with retrospective effect.

Corporate Culture and Values

TGB proudly counts two decades in the catering & hospitality industry - a period over which an invaluable storehouse of knowledge has been built and experience gained. Our corporate culture is based on four key qualities - passion, humility, integrity and tenacity. We are an Indian entity, fully imbued with the character and culture of the country and are proud to reflect all that is best about this nation in all we do. We also believe strongly in the value of family and family values - we enshrine these at every turn in the way we live, work and interact.

Ethics, Integrity and Compliance

TGB is uncompromising in its espousal of the highest ethics and integrity. Our every strategy and action is founded on a scrupulous adherence to all applicable laws, regulations. We have a comprehensive governance mechanism in place.

Brand Equity

Over the years, TGB has carefully established its brand positioning to occupy 'top of mind' recall in niche market segments especially in food and catering. All the Hotels has been established as a banquet property primarily focusing on food and its services.

Positioned as we are as a unique and iconic Banqueting venue, that has fully earned its luxury rating, we are careful to maintain our brand equity at optimum levels in the market category we occupy. We keep constant tabs on how our brand is faring by paying close attention to guest comments posted on myriad review sites channels such as TripAdvisor, as well as to comments we receive directly at the Hotel.

Organizational Knowledge

The many years of operations that the TGB Family can count in the tourism, catering and hospitality industry has helped us acquire industry knowledge of enviable depth. We have used this knowledge to fashion a true Indian landmark banqueting enterprise, imbued with its own unique blend of professionalism and local flavor.

Risk and Concern

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

Human Resource and Security

High employee turnover, the novel age cyber crimes, and constant threat of terrorism pose a major concern on the day to day operations of a hotel industry. Constant vigilance in the form of CCTV camera for surveillance, sniffers, metal detectors etc doesn't provide safe atmosphere and besides the costs involved, a constant insecurity lurks in the mind of the guests, promoters as well the team members.

Annexure - "B" to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2015

[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",

Plot No. 380,

S. G. Road, Bodakdev,

Ahmedabad-380054

I 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 (herein after called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder as applicable to the Company 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 and Annexure- "A" attached hereto:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the TGB Banquets and Hotels Limited for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
   c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
6. Other laws such as Luxury Tax, Prevention of Food adulteration Act, Food Safety and Standard Act, Environmental law etc. specifically applicable to the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified during the Audit Period)

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchanges and the National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, except two instances of payment of additional fee for delay in filling of e-forms etc. mentioned above.

I further report that:

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

2. 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.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period the Company has passed special Resolution to authorise the board under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to create charges on the Company's assets and to exercise borrowing powers.

Place: Ahmedabad **For, R. S. Sharma & Associates**
Date: August 14, 2015 **Company Secretaries**

R. S. Sharma
Proprietor
Membership No.: 3126
C. P. No.: 2118

Annexure-"A"

To,

The Members

TGB Banquets and Hotels Limited

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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad **For, R. S. Sharma & Associates**
Date: August 14, 2015 **Company Secretaries**

R. S. Sharma
Proprietor
Membership No.: 3126
C. P. No.: 2118

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 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.tgbhotels.com/wp-content/uploads/2015/02/CSR_Po.pdf

2. **Composition of the CSR Committee**

   Mr. Narendra G. Somani - Chairman

   Mr. Hemant G. Somani - Member

   Mr. Balveermal Singhvi - Member

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

   ₹ 615.44 Lacs.

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

   ₹ 12.31 Lacs.

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

   (a) Total amount to be spent for the financial year: ₹ 12.31 Lacs

   (b) Amount unspent, if any : ₹ 4.73 Lacs

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

(₹ in Lacs)

S.No.	CSR Project or activity identified	Sector in which the project is covered	Project or programs (a) Local area or other (b) Specify the state and district where the project or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the project or programs Subheads:- 1. Direct expenditure on project or programs 2. Overheads	Cumulative expenditure upto the reporting period	Amount spent- Direct or through implementing agency
1.	Education and eradicting poverty and malnutrition	Education support and assistance to the students	Ahmedabad	12.31	7.58	7.58	Direct

6. Reasons for failure to spend the two per cent of the average net profits of the last three financial years

   This being the first year of implementation of CSR activity, there was lead time involved in setting up team and identification of implementing agency and beneficiaries. Hence, a part of the commited amount will be spent in the next financial year in line with progress of the relevant projects.

7. 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.

Narendra G. Somani
Chairman CSR Committee

Place: Ahmedabad
Date: May 27, 2015

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 2014-15:

(₹ in Lacs)

Name of the Director/ KMP	Remuneration of Director/ KMP for the financial year 2014-15	% increase in Remuneration in the financial year 2014-15	Ratio of each Director to the median remune-ration of the employee.	Comparison of the Remuneration of the KMP against the performance of the Company
Mr. Narendra G. Somani, Managing Director	48.00	NIL	3484.32%	The Loss Before Tax of ₹ 1193.33 Lacs for the financial year ended March 31, 2015 is lower compared to previous year Profit Before Tax of ₹ 549.34 Lacs
Mr. Devanand G. Somani, Whole-time Director	24.00	NIL	1742.16%	
Mr. Hemant G. Somani, Whole-time Director	24.00	NIL	1742.16%	
Mr. Ramesh Motiani, Whole-time Director	06.00	NIL	435.54%	

b. The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year: There is no increase in remuneration of Managing Director, Whole-time Director and Chief Financial Officer whereas the percentage increase in remuneration of Company Secretary is 21%.

c. The percentage increase in the median remuneration of employees in the financial year 2014-15 was 14.09%.

d. There were 829 permanent employees on the rolls of the Company as on March 31, 2015.

e. Relationship between average increase in remuneration and Company performance: The Loss Before Tax of ₹ 1193.33 Lacs for the financial year ended March 31, 2015 is lower compared to previous year Profit Before Tax of ₹ 549.34 Lacs, whereas the average increase in remuneration was 12%. The average increase in median remuneration in line with the current market conditions.

f. There is no increase in managerial remuneration for the financial year 2014-15 whereas the remuneration of Company Secretary being Key Managerial Personnel increased by 21% in 2014-15 compared to 2013-14 whereas Profit before Tax decreased by ₹ 1742.67 Lacs in 2014-15 compared to 2013-14.

g. The market capitalization of the Company was ₹ 32083.25 Lacs as on March 31, 2015 as against ₹ 14950.71 Lacs as on March 31, 2014.

Whereas, Price Earnings Ratio of the Company was Not applicable as on March 31, 2015 as against 110.83 as at March 31, 2014.

h. The Company came out with Initial Public Offer in April, 2007 at a price of ₹ 10/- per share. The market price of the share as on March, 2015 was ₹ 109.55 on Bombay Stock Exchange Limited and ₹ 109.40 on the National Stock Exchange of India Limited.

i. The average annual increase in the salaries of the employees, other than managerial personnel was 12%, whereas there is no increase in managerial remuneration for the financial year 2014-15.

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

k. 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, 2015

[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
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited Unit No. 303, 3rd floor, Shopper Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C.G. Road, Ahmedabad - 380009 E-mail: ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Hotels	55101	15.39%
2	Restaurant	56101	30.57%
3	Banquets and other income	56210	54.04%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. N0.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Lov Kush Properties Private Limited	U70101GJ1999PTC056059	Subsidary	100%	2 (87)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	TotaL	% of Total Shares	
A. Promoters And Promoter Group									
1. Indian									
Individuals / HUF	7844169	-	7844169	26.78	8139815	-	8139815	27.80	
Central Government	-	-	-	-	-	-	-	-	
State Government(S)	-	-	-	-	-	-	-	-	
Bodies Corporate	423000	-	423000	1.44	423000	-	423000	1.44	
Banks/ FI	-	-	-	-	-	-	-	-	
Any Other (Specify)									
Director/ Relatives	2912123	-	2912123	9.95	2813925	-	2813925	9.61	
Sub Total (A)(1)	**11179292**	**-**	**11179292**	**38.17**	**11376740**	**-**	**11376740**	**38.85**	
2. FOREIGN									
NRI - Individuals	-	-	-	-	-	-	-	-	
Other Individuals	-	-	-	-	-	-	-	-	
Bodies Corporate	-	-	-	-	-	-	-	-	
Banks /FIs	-	-	-	-	-	-	-	-	
Any Other (Specify)	-	-	-	-	-	-	-	-	
Sub Total (A)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	
Total									
(A)= (A)(1)+(A)(2)	**11179292**	**-**	**11179292**	**38.17**	**11376740**	**-**	**11376740**	**38.85**	
B. Public Shareholding									
1. Institutions									
Mutual Funds / Uti	-	-	-	-	-	-	-	-	
Banks/FI	-	-	-	-	-	-	-	-	
Central Government	-	-	-	-	-	-	-	-	
State Government(S)	-	-	-	-	-	-	-	-	
Venture Capital Funds	-	-	-	-	-	-	-	-	
Insurance Companies	-	-	-	-	-	-	-	-	
FIIs	-	-	-	-	185054	-	185054	0.63	
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	
Other's (Specify)	-	-	-	-	-	-	-	-	
Sub Total (B)(1)	**-**	**-**	**-**	**-**	**185054**	**-**	**185054**	**0.63**	
2. Non-Institutions									
Bodies Corporate									
- Indian	9037405	-	9037405	30.86	10493968	-	10493968	35.83	
- Overseas									
Individuals									
I Shareholders Holding Nominal Share Capital Upto ₹ 1 Lakh.	1240226	5	1240231	4.23	1244359	5	1244364	4.24	

Individual Shareholders Holding Nominal Share Capital In Excess Of ₹ 1 Lakh	6423802	-	6423802	21.94	4495351	-	4495351	15.35	
Other (specify)									
Clearing Member	649165	-	649165	2.22	731118	-	731118	2.50	
Foreign National	756503	-	756503	2.58	564805	-	564805	1.93	
Foreign Portfolio Investor	0	-	0	0.00	195000	-	195000	0.67	
Trust	2	-	2	0.00	-	-	-	-	
Sub Total (B)(2)	**18107103**	**5**	**18107108**	**61.83**	**17724601**	**5**	**17727606**	**60.51**	
Total									
(B)= (B)(1)+ (B)(2)	**18107103**	**5**	**18107108**	**61.83**	**17909655**	**5**	**17909660**	**61.14**	
C. Shares Held By Custodians for GDRs & ADRs									
Shares Held By Custodians		-	-	-	-	-	-	-	-
Total (C)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total (A)+(B)+(C)	**29286395**	**5**	**29286400**	**100**	**29286395**	**5**	**29286400**	**100**	**-**

IV (ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shar es	% of total Shares of the company	%of Shares Pledged/ encumbe red to total shares	No. of Shar es	% of total Shares of the company	% of Shares Pledged/ encumbe red to total shares	% change in share holding during the year
1	Narendra Gormukhdas Somani	5667519	19.35	8.04	5963165	20.36	8.36	1.01
2	Devanand Gurmukhdas Somani	909800	3.11	0.48	909800	3.11	2.30	0.00
3	Hemant Gurmukhdas Somani	775350	2.65	2.05	775350	2.65	2.42	0.00
4	Sunitaben Narendrabhai Somani	519000	1.77	1.36	519000	1.77	1.72	0.00
5	Ramesh Kishanchand Motiani	491500	1.68	0.00	491500	1.68	0.00	0.00
6	Indrakumar Kishanchand Motiani	485500	1.66	0.00	486000	1.66	0.00	0.00
7	Suresh Kishanchand Motiani	444000	1.52	0.00	444000	1.52	0.00	0.00
8	Girdhari Kishanchand Motiani	441500	1.50	0.00	441500	1.51	0.00	0.00
9	Bhagwati Caterers Private Limited	423000	1.44	0.00	423000	1.44	1.44	0.00
10	Rajesh Rameshbhai Motiani	435694	1.49	1.44	337741	1.15	0.00	(0.33)
11	Mukesh Rameshbhai Motiani	253229	0.86	0.00	252484	0.86	0.00	0.00
12	Harshitaben Devanand Somani	166600	0.57	0.01	166600	0.57	0.00	0.00
13	Neeta Hemant Somani	166600	0.57	0.03	166600	0.57	0.03	0.00
	Total	**11179292**	**38.17**	**13.42**	**11376740**	**38.85**	**16.27**	**0.68**

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

Sr No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	**Narendra Gurmukhdas Somani**				
	At the beginning of the year	**5667519**	**19.35**		
	Market Purchase June 20, 2014	(+) 7250	0.03	5674769	19.38
	Market Purchase June 30, 2014	(+) 5485	0.02	5680254	19.40
	Market Purchase September 30, 2014	(+) 576	0.00	5680830	19.40
	Market Purchase December 19, 2014	(+) 3239	0.01	5684069	19.41
	Market Purchase January 23, 2015	(+) 2346	0.01	5686415	19.42
	Market Purchase February 27, 2015	(+) 2750	0.01	5689165	19.43
	Market Purchase March 27, 2015	(+) 274000	0.93	5963165	20.36
	At the End of the year	**5963165**	**20.36**		
2.	**Rajesh Rameshbhai Motiani**				
	At the beginning of the year	**435694**	**1.49**		
	Market Sale May 30, 2014	(-) 35	(-) 0.00	435659	1.49
	Market Sale June 13, 2014	(-)18323	(-) 0.06	417336	1.43
	Market Sale June 20, 2014	(-)11000	(-) 0.04	406336	1.39
	Market Sale January 30, 2015	(-)18000	(-) 0.06	388336	1.33
	Market Sale February 06, 2015	(-)32000	(-) 0.11	356336	1.22
	Market Sale February 20, 2015	(-)18595	(-) 0.06	337741	1.15
	At the End of the year	**337741**	**1.15**		
3.	**Mukesh Rameshbhai Motiani**				
	At the beginning of the year	**253229**	**0.86**		
	Market Sale January 23, 2015	(-)1000	0.00	252229	0.86
	Market Sale February 06, 2015	(-)-345	0.00	251884	0.86
	Market Purchase February 13, 2015	(+)1600	0.01	253484	0.87
	Market Sale February 20, 2015	(-)1000	0.00	252484	0.86
	At the End of the year	**252484**	**0.86**		
4.	**Indrakumar Kishanchand Motiani**				
	At the beginning of the year	**485500**	**1.66**		
	Market Purchase February 25, 2014	(+)500	0.00	486000	1.66
	At the End of the year	**486000**	**1.66**		

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

Sr No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	**Rajshah Enterprise Private Limited**				
	At the beginning of the year	**2546648**	**8.70**		
	April 25, 2014	(+)1725496	(+) 5.90	4272144	14.59
	December 12, 2014	(-)2137386	(-) 7.30	2134758	7.29
	March 31, 2015	(+)586486	(+) 2.00	2721244	9.29
	At the End of the year	**2721244**	**9.29**		
2.	**Sanjay C. Agrawal**				
	At the beginning of the year	**2500000**	**8.54**		
	Change during the year	-	-		
	At the End of the year	**2500000**	**8.54**		
3.	**Real Marketing Private Limited #**				
	At the beginning of the year	**1725496**	**5.89**		
	April 25, 2014	(-) 1725496	(-) 5.89		
	At the End of the year	**Nil**	**Nil**		

4.	**Shriram Credit Company Limited**				
	At the beginning of the year	**1321921**	**4.51**		
	December 12, 2014	2000000	(+) 6.83	3321921	11.34
	January 16, 2015	148240	(-) 0.51	3173681	10.84
	January 23, 2015	45215	(-) 0.15	3128466	10.68
	January 30, 2015	111056	(-) 0.38	3017410	10.30
	February 20, 2015	50557	(-) 0.17	2966853	10.13
	February 27, 2015	129708	(-) 0.44	2837145	9.69
	March 13, 2015	39368	(-) 0.13	2797777	9.55
	March 20, 2015	115107	(-) 0.39	2682670	9.16
	March 27, 2015	46096	(-) 0.15	2636574	9.00
	March 20, 2015	45049	(-) 0.15	2591525	8.85
	At the End of the year	**2591525**	**8.85**		
5.	**Prudent Fintrade Private Limited ***				
	At the beginning of the year	**Nil**			
	December 12, 2014	(+) 1170000	(+) 3.99	1170000	3.99
	January 16, 2015	(-) 100000	(-) 0.34	1070000	3.65
	At the End of the year	**1070000**	**3.65**		
6.	**Kamlesh Sevaram Panjabi**				
	At the beginning of the year	**687000**	**2.35**		
	Market Sale December 12, 2014	150000	0.51	537000	1.83
	At the End of the year	**537000**	**1.83**		
7.	**Priti Exim Private Ltd**				
	At the beginning of the year	**549902**	**1.88**		
	Change during the year	Nil	Nil		
	At the End of the year	**549902**	**1.88**		
8.	**Suresh Amulakhbhai Shah #**				
	At the beginning of the year	**525000**	**1.79**		
	January 16, 2015	218000	0.74	307000	1.05
	January 23, 2015	300000	1.02	7000	0.02
	March 31, 2015	7000	0.02		
	At the End of the year	**Nil**			
9.	**Brilliant Advisory Services Pvt Ltd**				
	At the beginning of the year	**500252**	**1.71**		
	Change during the year	Nil	Nil		
	At the End of the year	**500252**	**1.71**		
10.	**Amit Harivadan Parikh #**				
	At the beginning of the year	**440235**	**1.50**		
	May 30, 2014	-88235	(-) 0.30	352000	1.20
	June 06, 2014	-18000	(-) 0.06	334000	1.14
	June 27, 2014	6962	(+) 0.02	340962	1.16
	September 26, 2014	3671	(+) 0.01	344633	1.18
	October 3, 2014	-75	(-) 0.00	344558	1.18
	January 02, 2015	500	(-) 0.00	345058	1.18
	January 16, 2015	-310000	(-) 1.05	35058	0.12
	January 23, 2015	38000	(+) 0.13	73058	0.25
	January 30, 2015	-65000	(-) 0.22	8058	0.03
	February 13, 2015	10000	(+) 0.03	18058	0.06
	At the End of the year	**18058**	**0.06**		
11.	**Amiben Jigneshkumar Shah #**				
	At the beginning of the year	**390000**	**1.33**		
	December 12, 2014	390000	1.33		
	At the End of the year	**Nil**			

12.	**Giraben Atulbhai Shah #**				
	At the beginning of the year	**390000**	**1.33**		
	December 12, 2014	390000	1.33		
	At the End of the year	**Nil**			
13.	**Kusumben Hiralal Shah #**				
	At the beginning of the year	**390000**	**1.33**		
	December 12, 2014	390000	1.33		
	At the End of the year	**Nil**			
14.	**Swatiben Anilbhai Shah #**				
	At the beginning of the year	**390000**	**1.33**		
	December 12, 2014	390000	1.33		
	At the End of the year	**Nil**			
15	**KIFS Financial Services Ltd***				
	At the beginning of the year	**Nil**			
	August 08, 2014	625000	(+) 2.13	625000	2.13
	February 06, 2015	300000	(-) 1.02	325000	1.11
	At the End of the year	**325000**	**1.11**		
16.	**Kashiba Finance Private Limited***				
	At the beginning of the year	**317594**	**1.08**		
	Change during the year	Nil	0		
	At the End of the year	**317594**	**1.08**	**317594**	**1.08**
17	**Hitesh Chandulal Zaveri***				
	At the beginning of the year	**Nil**			
	February 06, 2015	20000	0.06	20000	0.07
	February 27, 2015	20000	0.06	40000	0.14
	March 13, 2015	50000	0.17	90000	0.31
	March 20, 2015	90000	0.3	180000	0.61
	March 27, 2015	37000	0.13	217000	0.74
	March 31, 2015	35000	0.12	252000	0.86
	At the End of the year	**252000**	**0.86**		

*Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2015.

Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2014.

(iv) Shareholding of Directors and Key Managerial Personnel

Si No	For each of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year		% change in share holding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	Narendra Gurmukhdas Somani, Chairman & Managing Director	5667519	19.35	5963165	20.36	1.01
2	Devanand Gurmukhdas Somani, Whole-time Director	909800	3.11	909800	3.11	0.00
3	Hemant Gurmukhdas Somani, Whole-time Director	775350	2.65	775350	2.65	0.00
4	Ramesh Kishanchand Motiani, Whole-time Director	491500	1.68	491500	1.66	0.00
5	Bakul Rasiklal Parikh, Independent Director	0	0.00	0	0.00	0.00
6	Balveermal Kewalmal Singhvi, Independent Director	0	0.00	0	0.00	0.00

7	Anjali Vishnubhai Tolani, Independent Director	0	0.00	0	0.00	0.00
8	Mahendra Kumar Bhandari, Independent Director	0	0.00	0	0.00	0.00
9	Rajratan Singhvi, Independent Director	0	0.00	0	0.00	0.00
10	Mangharam Sumani, Independent Director	494	0.00	494	0.00	0.00
11	Prem Pareek, Chief Financial Officer	0	0.00	0	0.00	0.00
12	Kalpesh Mehta, Company Secretary	0	0.00	0	0.00	0.00

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	13055.87	222.72	66.63	13345.21
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	107.49	-	-	107.49
Total (i+ii+iii)	**13163.36**	**222.72**	**66.63**	**13452.70**
Change in Indebtedness during the financial year				
i. Addition	100	367.84	-	467.84
ii. Reduction	876.77	81.88	55.81	1014.46
Net Change	**(776.77)**	**285.96**	**(55.81)**	**(546.62)**
Indebtedness at the end of the financial year				
i) Principal Amount	12169.44	508.68	10.82	12688.94
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	217.15	-	-	217.15
Total(i+ii+iii)	**12386.59**	**508.68**	**10.82**	**12906.09**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Si No	Particulars of Remuneration	Name of MD/WTD/Manager				Total
		Narendra G. Somani	Devanand G. Somani	Hemant G. Somani	Ramesh K. Motiani	Amount
1.	Gross salary					
a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	48.00	24.00	24.00	6.00	102.00
b)	Value of perquisites u/s 17(2) Income-tax Act, 1961					
c)	Profits in lieu of salary under Section 17(3) Income tax Act, 1961					
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5.	Others, please specify					
	Total (A)	**48.00**	**24.00**	**24.00**	**6.00**	**102.00**
	Ceiling as per the Act	**As per the Schedule V of the Companies Act, 2013**				

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

Si No	Particulars of Remuneration	Name of MD/WTD/Manager					Total
		Bakul R. Parikh	Balveermal Singhvi	Anjali Tolani	Mahendra Kumar Bhandari	Rajratan Singhvi	Amount
1.	Independent Directors						
	Fee for attending board / committee meetings	0.30	0.30	0.20	0.05	0.05	0.90
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	**0.30**	**0.30**	**0.20**	**0.05**	**0.05**	**0.90**
2.	Other Non-Executive Directors	-	-	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-	-	-
	Commission · Others, please specify	-	-	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**	**-**	**-**
	Total (B)=(1+2)	**0.30**	**0.30**	**0.20**	**0.05**	**0.05**	**0.90**
	Total Managerial Remuneration Overall Ceiling as per the Act	**As per the provisons of the Companies Act, 2013**					

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

Si. no.	Particulars of Remuneration	Prem Pareek Chief Financial Officer (w.e.f November, 2014)	Kalpesh Kumar Mehta Company Secretary	Total
1.	Gross salary			
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.14	3.64	7.78
b)	Value of perquisites u/s 17(2) Income-tax Act, 1961			
c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit			
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	**4.14**	**3.64**	**7.78**

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			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

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- Panchetiya, District-Kutch, Gujarat which generate 1985781 MW in the financial year.

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

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

(B) Technology absorption:

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

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

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

a) The details of technology imported;

b) The year of import;

c) Whether the technology been fully absorbed;

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

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

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the foreign exchange earned in terms of actual inflows was ₹ 152.17 lacs, whereas the foreign exchange in terms of actual outflows was Nil.

CORPORATE GOVERNANCE REPORT

I. CORPORATE GOVERNANCE PHILOSOPHY

The Company's Corporate Governance Philosophy is based on trusteeship, transparency, empowerment, control and ethical corporate citizenship. The Company believes that the practice of each of these create a right culture and fulfills the true purpose of Corporate Governance. The Company remained committed towards protection and enhancement of overall long term value for its entire stakeholders - Customer, Lenders, Employee and Society.

The Company has complied with the mandatory provisions of the clause 49 of the listing agreement with the stock exchanges, which deals with the compliance of corporate Governance requirement as detailed below:

II. BOARD OF DIRECTORS

Composition of the Board

The composition of the board of directors of the Company is incompliance with the Companies Act, 2013 and Listing Agreement prescribed by the stock exchanges and in accordance with good Corporate Governance practices. The board functions as full Board and through various committees constituted for their specific purpose and operational Area. The board has constituted 4 Committee 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, 2015, The Board of the Company had eight directors including one woman directors out of which four are executive directors and four are non-executive directors. The maximum gap between any two board meetings is not more than 120 days. During the financial year 2014-15, there were six meetings of the board held on May 23, 2014, July 05, 2014, August 09, 2014, September 04, 2014, November 12, 2014 and February 10, 2015.

Attendance & Other Directorship

Name	Attendance at Meetings			Number of other Directorship & Committee Membership / Chairmanship[2]		
	No. of Board Meetings		Last AGM (September 25, 2014)	Other Directorship[1]	Committee Membership	Committee Chairmanship
	Meetings held during Tenure	Meetings Attended				
Whole-time Director						
Mr. Narendra G. Somani DIN 00054229	6	6	Present	1	-	-
Mr. Devanand G. Somani DIN 00515959	6	5	Present	-	-	-
Mr. Hemant G. Somani DIN 00515853	6	6	Present	-	-	-
Mr. Ramesh K. Motiani DIN 00515913	6	6	Present	-	-	-
Independent Director						
Mr. Bakul R. Parikh DIN 00517975	6	6	Present	-	-	-
Mr. Balveermal Singhvi DIN 05321014	6	6	Present	1	-	-
Ms. Anjali Tolani DIN 6958982	5	5	Present	-	-	-
Mr. Mahendra Kumar Bhandari DIN 03035629	1	1	N.A.	-	-	-
Mr. Mangharam Sumani * DIN 00322125	1	1	N.A.	-	-	-
Mr. Raj Ratan Singhvi # DIN 00302397	1	0	N.A.	-	-	-

** Resigned w.e.f. May 23, 2014.* *# Demise on August 6, 2014.*

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, Member ship / Chairmanship of only Audit Committee and Stakeholders Relationship Committee have been considered pursuant to Clause 49 of the Listing Agreement. None of the Director is a member in more than ten committees and act as a Chairman in more than five committees across all companies in which he is a Director.

The terms of reference of the Board Committees as mentioned earlier, their composition and attendance of the respective Members at the various Committee Meetings held during financial year 2014-15 are set out below:

III. AUDIT COMMITTEE

Terms of Reference

The Audit Committee discharges such functions and duties which are generally specified under clause 49 of the Listing Agreement 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 utilised for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take steps in this matter, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any, in payment to stakeholders, valuation of undertakings or assets, evaluation of risk management systems, scrutiny of inter-corporate loans and investments. The Audit Committee is also empowered to approve the appointment of the CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing his/her qualifications, experience and background, etc. of the candidate.

Composition

As on March 31, 2015, the Audit Committee comprised majority of the independent directors and one executive director and was chaired by Mr. Bakul R. Parikh an independent director. All members of the committee are financially literate as per meaning of explanation to Clause 49(II) (A) of the Listing Agreement. The Company Secretary is the Secretary of the Committee. There were four meeting of the committee during the year.

Meetings and Attendance

During the financial year 2014-15, four meetings of the Audit Committee were held on May 23, 2014, August 09, 2014, November 12, 2014 and February 10, 2015. 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. Bakul R. Parikh	Chairman	4	4
Mr. Balveermal Singhvi	Member	3	3
Mr. Narendra G. Somani	Member	3	3
Mr. Raj Ratan Singhvi[1]	Member	1	1
Mr. Mangharum Sumani[2]	Member	1	0

1. Demise on August 6, 2014. 2. Resigned w.e.f. May 23, 2014.

IV. NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

In compliance with the provisions of Section 178 of the Act read with Rules made thereunder and clause 49 of the Listing Agreement, the Board has renamed the existing Remuneration Committee as Nomination and Remuneration Committee.

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

Composition

As on March 31, 2015, the Nomination and Remuneration Committee comprised three independent directors and was chaired by Mr. Bakul R. Parikh, an independent director.

Meetings and Attendance

During the financial year 2014-15, two meetings of the Nomination and Remuneration Committee were held on November 12, 2014 and March 15, 2015. 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. Bakul R. Parikh	Chairman	2	2
Mr. Balveermal Singhvi	Member	2	2
Ms. Anjali Tolani[1]	Member	2	2

1. Appointed w.e.f. September 4, 2014

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 to the Executive directors of the Company during the financial year.

(₹ in Lacs)

Particulars Term of Appointment	Mr. Narendra G. Somani For a period of 3 Year from October 1, 2013 to September 30, 2016	Mr. Devanand G. Somani For a period of 5 Year from October 1, 2010 to September 30, 2015	Mr. Hemant G. Somani For a period of 5 Year from October 1, 2010 to September 30, 2015	Mr. Ramesh K. Motiani For a period of 5 Year from October 1, 2010 to September 30, 2015
Salary Allowances Commission Variable Pay Perquisites	48.00	24.00	24.00	6.00
Sitting Fees	-	-	-	-
Sitting Fees from Subsidiary Companies	-	-	-	-
Minimum Remuneration				
Notice Period & Severance Fees				

2. Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Commission and Sitting Fees. The non-executive/ independent Directors are also entitled for reimbursement of expenses for attending Board/ Committee Meetings of the Company. The Non-Executive Independent Directors do not have any material pecuniary relationships or transactions with the Company. The Non-Executive Directors are paid sitting fees for each meeting of the Board or Committee of Directors attended by them. The total amount of sitting fees paid during the financial year 2014-15 was ₹ 0.90 Lacs.

(₹ in Lacs)

Name of the Director	Sitting Fees	No. of Shares Held	Commission to Non-Executive Directors
Mr. Bakul R. Parikh	0.30	Nil	Nil
Mr. Balveermal Singhvi	0.30	Nil	Nil
Ms. Anjali Tolani	0.20	Nil	Nil
Mr. Mahendra Kumar Bhandari	0.05	Nil	Nil
Mr. Raj Ratan Singhvi	0.05	Nil	Nil

Performance Evaluation of Independent Directors and the Board

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structures questionnaire was prepared after circulating the draft forms, covering various aspects of Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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

V. Stakeholders Relationship Committee

Terms of Reference

In compliance with the provisions of Section 178 of the Act and clause 49 of the Listing Agreement, the Company has renamed the existing Shareholders'/ Investors' Grievance Committee as Stakeholders Relationship Committee.

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, non-receipt of declared dividends..

Composition

As on March 31, 2015, the Stakeholders Relationship Committee comprising three members namely Mr. Balveermal Singhvi, who is the Chairman of the committee, Mr. Ramesh K. Motiani and Ms. Anjali Tolani. The Company Secretary acts as Secretary to the committee.

Meetings and Attendance

During the financial year 2014-15, four meetings of the Stakeholders Relationship Committee were held on May 23, 2014, August 09, 2014, November 12, 2014 and February 10, 2015.

The Committee ensures that the shareholders'/investors' grievances and correspondence are attended and resolved expeditiously. During the financial year 2014-15 under review, no investor grievances were received by the Company.

VI. Corporate Social Responsibility Committee

Terms of Reference

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

Composition

At March 31, 2015, the Corporate Social Responsibility Committee comprised two executive directors and one independent director and was chaired by Mr. Narendra G. Somani, Managing Director.

Meetings and Attendance

During the financial year 2014-15, two meetings of the CSR Committee were held on August 09, 2014 and March 25, 2015. 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	Chairman	2	2
Mr. Hemant G. Somani	Member	2	2
Mr. Balveermal Singhvi	Member	2	2

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.tgbhotels.com/wp-content/uploads/2015/02/CSR_Po.pdf.

VII. GENERAL BODY MEETING

Details of Last Three Annual General Meeting Held

Sr. No.	Financial Year	Date and Time	Venue	Details of Special Resolution passed
1.	2011-12	29.09.2012 10.30 AM	Sindhu Bhavan, Plot No. 173,100 Ft. Ring Road Off S. G. Highway, Judges Bungalow Cross Road Bodakdev, Ahmedabad.	
2.	2012-13	25.09.2013 10.30 AM	Sindhu Bhavan, Plot No. 173,100 Ft. Ring Road Off S. G. Highway, Judges Bungalow Cross Road Bodakdev, Ahmedabad.	Appointment of Mr. Narendra G. Somani as Managing Director of the Company.
3.	2013-14	25.09.2014 10.30 AM	Sindhu Bhavan, Plot No. 173,100 Ft. Ring Road Off S. G. Highway, Judges Bungalow Cross Road Bodakdev, Ahmedabad. Public.	Acceptance of Deposit from Members and

POSTAL BALLOT

1. During the financial year 2014-15, pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company has passed special resolution for Borrowing power of the Board up to Rs 250 Crores under Section 180(1)(c) of the Companies Act, 2013 and Creation of Charges on the Company's Property up to Rs. 250 Crores under Section 180(1)(a) of the Companies Act, 2013 through Postal Ballot Notice dated July 21, 2014.

The Company has appointed Mr. R.S. Sharma, Practicing Company Secretary as scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Company has extended facility for voting through electronic means to the members of the Company. Postal ballot Forms Received up to the close of working hours on September 03, 2014 had been considered and the result of the Postal Ballot was announced on September 06, 2014 at the Corporate Office of the Company. The Result of Postal Ballot will be published in the Newspaper (English and vernacular) Within 48 hours of the declaration of the result and will be placed at the website of the Company for information of Members besides being communicated to all the Stock Exchanges on which the shares/secuities are listed. The details of result of Postal Ballot are as under.

Promoter/ Public	No. of Share held	No. of Votes Polled	% of votes polled on outstanding shares	No. of votes in Favour	No of Votes in against	% of votes in favours of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6)={(4)/(2}*100	(7)={(5)/(2}*100
Special Resolution No. 1: For Borrowing up to Rs. 250 Crores under Section 180(1)(c) of the Companies Act, 2013 and authorised the board for Exercise such Powers.							
Promoter and Promoter Group	11163169	11163169	100.00	11163169	0	100.00	0.00
Public Institutional Holders	9134961	4442344	48.63	4442344	0	100.00	0.00
Public - Other	8988270	4691535	52.20	4691075	460	99.99	0.01
Total	**29286400**	**20297048**	**69.31**	**20296588**	**460**	**100.00**	**0.00**
Special Resolution No. 2: For creation of Charge / mortgage over the Movable /Immovable properties of the Company, present and future, in respect of borrowing of an aggregate amount not exceeding Rs. 250 Crores.							
Promoter and Promoter Group	11163169	11163169	100.00	11163169	0	100.00	0.00
Public Institutional Holders	9134961	4442344	48.63	4442344	0	100.00	0.00
Public - Other	8988270	4691525	52.20	4691065	460	99.99	0.01
Total	**29286400**	**20297038**	**69.31**	**20296578**	**460**	**100.00**	**0.00**

Accordingly, the Resolution No. 1 and 2 as mentioned above have been passed by the requisite majority as Special Resolution.

2. During the financial year 2015-16, pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company has passed special resolution for transfer, sell, lease or otherwise dispose of the whole or substantially whole of undertaking under Section 180(1)(a) of the Companies Act, 2013 and formaking investment/give Loan or Guarantee/ provide Security under Section 186 of the Companies Act, 2013 through Postal Ballot Notice dated April 27, 2015.

   The Company has appointed Mr. R.S. Sharma, Practicing Company Secretary as scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Company has extended facility for voting through electronic means to the members of the Company. Postal ballot Forms Received up to the close of working hours on June 16, 2015 had been considered and the result of the Postal Ballot was announced on June 18, 2015 at the Registered Office of the Company. The Result of Postal Ballot will be published in the Newspaper (English and vernacular) Within 48 hours of the declaration of the result and will be placed at the website of the Company for information of Members besides being communicated to all the Stock Exchanges on which the shares/secuities are listed. The details of result of Postal Ballot are as under.

Promoter/ Public	No. of Share held	No. of Votes Polled	% of votes polled on outstanding shares	No. of votes in Favour	No of Votes in against	% of votes in favours of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6)={(4)/(2}*100	(7)={(5)/(2}*100
Resolution No. 1: To transfer, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking under Section 180(1) (a) of the Companies Act, 2013.							
Promoter and Promoter Group	11176740	11176140	99.99	11176140	0	100	0
Public Institutional Holders	175054	0	0	0	0	0	0
Public - Other	17934606	2148317	11.98	2147014	1303	99.94	0.06
Total	**29286400**	**13324457**	**45.50**	**13323154**	**1303**	**99.99**	**0.01**
Resolution No. 2: To make investment / give Loan or Guarantee/ Provide Security under Section 186 of the Companies Act, 2013.							
Promoter and Promoter Group	11176740	11176140	99.99	11176140	0	100	0
Public Institutional Holders	175054	0	0	0	0	0	0
Public - Other	17934606	2090454	11.66	2089894	560	99.97	0.03
Total	**29286400**	**13266594**	**45.30**	**13266034**	**560**	**99.99**	**0.01**

Accordingly, the Resolution No. 1 and 2 as mentioned above have been passed by the requisite majority as Special Resolution.

VIII. DISCLOSURES

1. There are no materially significant transactions with related parties i.e., directors, management, subsidiaries or relatives conflicting with the Company's interests..
2. The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during the period under review.
3. In terms of the Whistle Blower Policy of the Company, no employee of the Company has been denied access to the Audit Committee.
4. It is confirmed that the mandatory requirements are complied with and the non-mandatory provisions are adopted, wherever necessary.
5. In the preparaion 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 Minstry of Corporate Affairs. The signigicant accounting policies which are consistently applied bave been set out in the notes to the financial statement.

IX. MEANS OF COMMUNICATION TO THE SHAREHOLDERS

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

X. GENERAL SHAREHOLDER'S INFORMATION

i. Annual General Meeting for the financial year 2014-15 :

Day and Date: Wednesday, September 23, 2015
Time: 10.30 AM
Venue: "Sindhu Bhavan", Plot No. 173, 100 Ft. Ring Road, Off. S. G. Highway, Judges Bunglow Cross Road, Bodakdev, Ahmedabad- 380054.

ii. Book Closure Date: From Saturday, September 12, 2015 to Wednesday, September 23, 2015 (both days inclusive)

iii. Last Date of Receipt of Proxy Forms: Monday, September 21, 2015

iv. Period: April 1, 2015 to March 31, 2016

v. Tentative Calendar for financial year ending March 31, 2016

Adoption of Quarterly Results for the Quarter ending:

June 30, 2015	1st / 2nd week of August, 2015
September 30, 2015	1st / 2nd week of November, 2015
December 31, 2015	1st / 2nd week of February, 2016
March 31, 2016	4th week of May, 2016

vi. Details of Share Listed on Stock Exchanges as on March, 31, 2015

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 2015-16 has been paid to both stock exchanges

International Standard Identification Number (ISIN) INE797H01018

vii. Distribution of Share holding as on March 31, 2015

No. of equity shares	No. of Shareholders	% of Shareholding	No. of Shareholders	% of Shareholding
1-500	2995	80.57	376411	1.28
501-1000	287	7.72	237330	0.81
1001-2000	127	3.42	200265	0.68
2001-3000	59	1.59	145800	0.50
3001-4000	47	1.26	171352	0.59
4001-5000	36	0.97	169952	0.58
5001-10000	43	1.16	332535	1.14
10000 & Above	123	3.31	27652755	94.42

viii. Categories of Shareholder as on March 31, 2015

Sr. No.	Particulars	No. of Shares	% of Holding
(A)	**PROMOTERS SHARE HOLDING**		
i.	**Individual**		
	- Promoter	8139815	27.80
	- Relative of Directors	2813925	9.61
ii.	**Body Corporate**	**423000**	**1.44**
(B)	**PUBLIC SHAREHOLDING**		
i.	**Institution**		
	- Foreign Institutional Investor	185054	0.63
ii.	**Non- Institution**		
	Bodies Corporate	10493968	35.83
	Individuals		
	Holding nominal Share Capital up to ₹ 1 Lac	1244364	4.25
	Holding nominal Share Capital in excess of ₹ 1 Lac	4495351	15.35
	Foreign Portfolio Investor	195000	0.67
	Clearing Member	731118	2.50
	NRI and Foreign National	564805	1.92
	Total	**29286400**	**100.00**

ix. Share Price Data (₹ in Lacs)

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	HIGH	LOW	HIGH	LOW	VOLUME	HIGH	LOW
	(₹)	(₹)	(Nos.)	(₹)	(₹)	(₹)	(₹)	(Nos.)	(₹)	(₹)
April-2014	56.80	47.75	134980	22939.31	22197.51	52.95	47.10	142054	6869.85	6650.40
May-2014	71.00	48.20	290115	25375.63	22277.04	71.00	47.30	438417	7563.50	6638.55
June-2014	81.50	62.00	182905	25725.12	24270.20	81.95	60.75	388537	7700.05	7239.50
July-2014	79.70	56.00	47851	26300.17	24892.00	71.95	56.00	70635	7840.95	7422.15
Aug- 2014	64.00	52.00	20980	26674.38	25232.82	60.95	52.35	48200	7968.25	7540.10
Sep- 2014	69.60	51.05	260232	27354.99	26220.49	69.65	51.05	287343	8180.20	7841.80
Oct- 2014	62.90	54.55	39488	27894.32	25910.77	62.50	53.40	80510	8330.75	7723.85
Nov- 2014	65.90	51.60	72422	28822.37	27739.56	64.90	52.00	62153	8617.00	8290.25
Dec- 2014	58.50	39.05	50756	28809.64	26469.42	57.70	45.00	57836	8623.00	7961.35
Jan-2015	83.00	47.00	3739040	29844.16	26776.12	82.80	46.25	3475897	8996.60	8065.45
Feb-2015	104.00	73.00	2081239	29560.32	28044.49	103.95	72.70	3445387	8941.10	8470.50
Mar-2015	112.50	77.85	1641909	30024.74	27248.45	112.70	77.80	2189070	9119.20	8269.15

x. DEMATERIALISATION OF SHARES AND LIQUIDITY

99.99% of the Equity shares of the Company have been dematerialized (NSDL -72.17 % and CDSL- 27.82%) as on March 31, 2015. 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 Listing Agreement with Stock Exchanges, A Practicing Company Secretary carries out audit of the systems of Transfer and a Certificate of that effect is issued.

xiii. ADDRESS OF CORRESPONDENCE

Correspondence with Company	Compliance Officer	Registrar and Transfer Agent
TGB Banquets and Hotels Limited "The Grand Bhagwati" Plot No. 380, S.G. Road, Bodakdev, Ahmedabad- 380054 Phone: 079-26841000 Fax: 079- 26840915 E-mail: info@tgbhotels.com	**Company Secretary** 301, 3rd Floor, Circle P, Prahaladnagar Garden Road, S. G. Road, Ahmedabad- 380051 Phone: 079-26937800 E-mail: cs@tgbhotels.com	**Link Intime India Private Limited** Unit No. 303, 3rd Floor, Shoppers Plaza- V, Municipal Market, Behind Shoppers Plaza II, off C.G. Road, Ahmedabad -380009 Phone : 079-26465179 E-mail: ahmedabad@linkintime.co.in

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
Surat	The Grand Bhagwati, Magdalla Circle, Dumas Road, Surat-395 007.	Mr. & Mrs. Somani, Cafe Piano, Ziba Restaurant, Crystal Lounge, Club Cafe, Fever 105

2. Under Franchisee

LOCATION	HOTELS	Restaurants
Ahmedabad	TGB Express, Maninagar	-
Nadiad	TGB Express - Nadiad	-
Surat	-	TGB World Cuisine Restaurant
Rajkot	TGB Seasons - Rajkot	-
Vadodara	-	TGB World Cuisine Restaurant
Jamnagar	-	TGB World Cuisine Restaurant

3. Properties Managed by TGB

Location	Name of Properties
Ahmedabad	1. Patang : The Revolving Restaurant , Ashram Road, Ahmedabad 2. Karnawati Club, S. G. Highway, Ahmedabad

Upcoming Franchisee : The Grand Bhagwati - Indore*
The World Cuisine Restaurant - Vapi*

XI. COMPLIANCE CERTIFICATE FROM AUDITOR

Certificate from the Statutory Auditors of the Company, M/s O.P. Bhandari & Co., Chartered Accountants confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to this report forming part of the Annual Report.

XII. CERTIFICATE FROM CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

In terms of Clause 49 of the Listing Agreement certificate issued by Managing Director and Chief Financial Officer is annexed to this report.

XIII. GREEN INITIATIVES IN CORPORATE GOVERNANCE

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

XIV. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In accordance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 Company has instituted a comprehensive code of conduct for prevention of insider trading.

XV. CODE OF CONDUCT

The Company has adopted Code of Conduct which is applicable to the Board of Directors and Senior Management Team (one level below the Board) of the Company. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. Pursuant to Clause 49 of the Listing Agreement the Board of Directors and the members of Senior Management Team are required a confirmation from on an annual basis forms part of the Annual Report and the latest Code is available on the website of the Company.

XVI. CONFLICT OF INTERESTS

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

XVII. MATERIAL SUBSIDIARIES

In accordance with the requirements of Clause 49 of the Listing Agreement, the Company has formulated a Policy for determining Material Subsidiaries and the same has been hosted on the website of the Company http://www.tgbhotels.com/wp-content/uploads/2015/02/policy_on_material_subsidia.pdf.

XVIII. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

At a time of appointing a director, a formal letter of appointment is given to them, which inter-alia explains the role, functions, duties and responsibilities expected of them as a Director of a Company. The Director is also explained in detail the compliance required for them under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and affirmation taken with respect to the same. The Chairman and other Executive Directors also has one to one discussion with the newly appointed directors to familiarise them with the Company's Operations. Further, the Company has put in place a system to familiarise the Independent Directors about the Company's business and the on-going events relating to the Company.

XIX. CEO/CFO CERTIFICATION

In terms of Clause 49 of the Listing Agreement, 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.

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, 2015.

For, TGB Banquets and Hotels Limited

Place: Ahmedabad **Narendra G. Somani**

Date: May 27, 2015 Chairman & Managing Director

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION

To,
The Board of Directors,
TGB BANQUETS AND HOTELS LIMITED
(Formerly known as Bhagwati Banquets and Hotels Limited)

Pursuant to the Clause 49 of the Listing Agreement with BSE and NSE, we hereby certify that:

We have reviewed financial statement and the cash flow statement for the year ended on March 31, 2015 and that to the best of our knowledge and belief:

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

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.

There are to the best of our knowledge and belief, no transactions entered into by the Company during the period ending on March 31, 2015 that are fraudulent, illegal or volatile to the Company's Code of Conduct.

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 those deficiency of which we are aware in the design or operation of internal control systems and have taken the required steps to rectify the deficiency.

We have informed the Auditors and the Audit Committee:

I. about Significant changes in internal control over financial reporting during the year;
II. That there have been no Significant changes in accounting policies during the year;\
III. That there have been no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours Sincerely
Narendra G. Somani
Chairman & Managing Director

Place : Ahmedabad
Date : May 27, 2015

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
TGB BANQUETS AND HOTELS LIMITED
(Formerly known as Bhagwati Banquets and Hotels Limited)

We have examined the compliance of conditions of Corporate Governance by TGB Banquets and Hotels Limited ("the Company") for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

We further state that such compliance 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.

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Reg. No.: 112633W

O. P. Bhandari
Partner
Membership No.: 34409

Plac : Ahmedabad
Date : May 27, 2015

INDEPENDENT AUDITORS' REPORT

To,
The Members,
TGB BANQUETS AND HOTELS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **TGB Banquets and Hotels Limited** ("Company "), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards notified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
   - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books ;
   - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
   - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   - (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2015 taken on record by the Board of Directors of the Company, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
   - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, 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 statement – Refer Note2.24(A) to the standalone financial statements.
     - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
     - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, **O.P. Bhandari & Co**
Chartered Accountants
Firm Reg. No.: 112633W

O.P. Bhandari
Partner
Membership No. 34409

Place : Ahmedabad
Date : May 27, 2015

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of **TGB Banquets and Hotels Limited** ("the Company") for the year ended on 31.03.2015, we report that:

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

(b) As explained to us, these fixed assets have been physically verified by the management, in accordance with a phased program of verification, which in our opinion, is reasonable, considering the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

ii. (a) As explained to us, the Physical verification of inventory has been conducted at reasonable intervals by the management.

(b) In our opinion and according to information and explanations given to us, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and according to information and explanations given to us, the Company has maintained proper records of inventory and no discrepancies were noticed on physical verification

iii. The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Act. Consequently, requirement of clauses (iii) of paragraph 3 of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

v. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 with regard to deposits accepted. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Tribunal.

vi. The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to Company. Therefore the provisions of clause (vi) of paragraph 3 of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.

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

(a) The Company is not regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Income Tax, Service Tax, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable except as mentioned below:

Financial Year	Type of Tax	Amount Outstanding (₹ in Lacs)
2011-2012	TDS	26.20
2012-2013	TDS	73.03
2013-2014	TDS	72.22
2014-2015	TDS	61.37
2010-2011	VAT	0.06
2011-2012	VAT	84.41
2013-2014	VAT	340.82
2014-2015	VAT	172.47
2012-2013	Service Tax	312.18
2013-2014	Service Tax	745.50
2014-2015	Service Tax	113.60

(b) According to the information and explanations given to us, the dues outstanding of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, Sales Tax or Cess on account of any dispute as at the end of the financial year, are as follow:

Assessment Year to which amount relates	Nature of dues	Amount (₹ in lacs)	Forum where dispute is pending
2006-07	Income Tax	2.63	Commissioner of Income Tax (Appeal)
2007-08	Income Tax	25.27	Commissioner of Income Tax (Appeal)
2008-09	Income Tax	135.61	Gujarat High Court
2009-10	Income Tax	161.83	Commissioner of Income Tax (Appeal)
2010-11	Income Tax	301.37	ITAT, Ahmedabad
2011-12	Income Tax	117.15	ITAT, Ahmedabad
2012-13	Income Tax	237.10	Commissioner of Income Tax (Appeal)

(c) According to the information and explanations given to us, no amount to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act,1956 (1 of 1956) and rules made there under.

viii. The Company neither has any accumulated losses nor has incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.

ix. According to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or a bank.

x. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

xi. According to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.

xii. To the best of our knowledge and according to information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For, **O.P. Bhandari & Co**
Chartered Accountants
Firm Reg. No.: 112633W

O.P. Bhandari
Partner
Membership No. 34409

Place : Ahmedabad
Date : May 27, 2015

BALANCE SHEET AS AT MARCH 31, 2015

(₹ in Lacs)

	Particulars	Note	As at March 31, 2015	As at March 31, 2014
I.	**EQUITY AND LIABILITIES**			
	1 Shareholders' Funds			
	(a) Share Capital	2.1	2,928.64	2,928.64
	(b) Reserves and Surplus	2.2	10,540.30	11,876.48
	2 Non-Current Liabilities			
	(a) Long-Term Borrowings	2.3	8,997.47	10,419.08
	(b) Deferred Tax Liabilities (Net)	2.4	1,563.71	1,686.32
	3 Current Liabilities			
	(a) Short-Term Borrowings	2.5	1,909.32	1,780.67
	(b) Trade Payables	2.6	1,922.84	2,030.65
	(c) Other Current Liabilities	2.7	6,235.16	5,479.03
	(d) Short-Term Provisions	2.8	651.78	590.09
	TOTAL		**34,749.22**	**36,790.96**
II.	**ASSETS**			
	1 Non-Current Assets			
	(a) Fixed Assets	2.9		
	(i) Tangible Assets		21,661.14	23,609.76
	(ii) Intangible Assets		–	–
	(iii) Capital Work-in-Progress		38.19	–
	(b) Non-Current Investments	2.10	500.01	500.01
	(c) Long-Term Loans and Advances	2.11	590.27	544.89
	(d) Other Non-Current Assets	2.12	153.38	277.34
	2 Current Assets			
	(a) Inventories	2.13	3,005.96	2,631.83
	(b) Trade Receivables	2.14	2,577.80	2,256.21
	(c) Cash and Bank Balances	2.15	798.85	2,602.42
	(d) Short-Term Loans and Advances	2.16	5,299.66	4,216.80
	(e) Other Current Assets	2.17	123.96	151.70
	TOTAL		**34,749.22**	**36,790.96**
	Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.
As per our Report of even date
For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.: 112633W

O.P. Bhandari
Partner
Membership No.: 34409

Place : Ahmedabad
Date : May 27, 2015

For and on behalf of the Board

Narendra G. Somani	Chairman & Managing Director
Devanand G. Somani	Whole-time Director
Hemant G. Somani	Whole-time Director
Kalpesh Mehta	Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

	Particulars	Note	For the year ended March 31, 2015	For the year ended March 31, 2014
I	Revenue from Operations	2.18	13969.49	15639.43
II	Other Income	2.19	214.88	195.37
III	**Total Revenue (I + II)**		**14184.37**	**15,834.80**
IV	**Expenses:**			
	Cost of Materials Consumed	2.20	3351.85	3,703.01
	Employee Benefits Expense	2.21	2032.12	1,972.03
	Finance Costs	2.22	2131.01	2,118.10
	Depreciation and Amortization Expense	2.09	2111.21	1,283.73
	Other Expenses	2.23	5751.51	6,208.59
	Total Expenses		**15377.70**	**15,285.46**
V	**Profit Before Tax (III-IV)**		**(1193.33)**	**549.34**
VI	**Tax Expense:**			
	(1) Current Tax		50.00	105.00
	(2) Deferred Tax		(122.61)	259.35
VII	**Profit (Loss) for The Period (V-VI)**		**(1120.72)**	**184.99**
VIII	**Earnings Per Equity Share:**			
	(1) Basic		-	0.63
	(2) Diluted		-	0.63
	Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.
As per our Report of even date
For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.: 112633W

O.P. Bhandari
Partner
Membership No.: 34409

Place : Ahmedabad
Date : May 27, 2015

For and on behalf of the Board

Narendra G. Somani	Chairman & Managing Director
Devanand G. Somani	Whole-time Director
Hemant G. Somani	Whole-time Director
Kalpesh Mehta	Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Cashflow from operating activities		
Profit before tax from continuing operations	(1,193.33)	549.34
Add/Less : Adjustments		
Depreciation and amortization expense	2,111.21	1,283.73
Deficit/ (Surplus) on sale of fixed assets	17.57	(1.55)
Provision for Gratuity	31.69	(16.70)
Provision for Leave Benefits	12.61	1.70
Finance Cost	2,131.01	2,118.10
Interest income	(96.07)	(89.07)
Miscellenous Expenditure Written Off	151.70	177.76
Operating profit before working capital changes	**3,166.39**	**4,023.31**
Movements in working capital :		
Increase/ (decrease) in trade payables	(107.80)	376.06
Increase/ (decrease) in other current liabilities	51.01	194.46
Decrease / (increase) in current trade receivables	(321.59)	(877.69)
Decrease / (increase) in inventories	(374.13)	(155.03)
Decrease / (increase) in long-term loans and advances	(45.38)	3.15
Decrease / (increase) in short-term loans and advances	(1,082.86)	465.34
Cash generated from /(used in) operations	**1,285.64**	**4,029.60**
Direct taxes paid (net of refunds)	(20.00)	(133.86)
Net cash flow from/ (used in) operating activities (A)	**1,265.64**	**3,895.74**
Cash flows from investing activities		
Purchase of fixed assets, including CWIP and capital advances	(445.91)	(963.51)
Proceeds from sale of fixed assets	12.08	2.00
Interest received	96.07	89.07
Net cash flow from/ (used in) investing activities (B)	**(337.76)**	**(872.44)**
Cash flows from financing activities		
Proceeds from long-term borrowings (Net)	(729.11)	(594.38)
Proceeds from short-term borrowings (Net)	128.67	770.58
Repayment of short-term borrowings		–
Financial Expenses	(2,131.01)	(2,118.10)
Net cash flow from/ (used in) in financing activities (C)	**(2,731.45)**	**(1,941.90)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(1,803.57)	1,081.40
Cash and cash equivalents at the beginning of the year	2,602.42	1,521.02
Cash and cash equivalents at the end of the year (Note 17)	**798.85**	**2,602.42**

The accompanying notes are an integral part of the financial statements.
As per our Report of even date
For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.: 112633W

O.P. Bhandari
Partner
Membership No.: 34409

Place : Ahmedabad
Date : May 27, 2015

For and on behalf of the Board

Narendra G. Somani	Chairman & Managing Director
Devanand G. Somani	Whole-time Director
Hemant G. Somani	Whole-time Director
Kalpesh Mehta	Company Secretary

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

1. Significant Accounting Policies

i. **Basis of preparation of Financial Statements:**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention.

ii. **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. Difference between the actual results and estimates are recognised in the period in which the results are known or materialise.

iii. **Fixed Assets :**

a) Fixed Assets are stated at cost of construction or acquisition less accumulated depreciation.

b) All other expenses including taxes, duties, freight incurred to bring the fixed assets to working condition is also treated as the cost of the fixed assets. However, cenvat availed in respect of the fixed assets is deducted from the cost of the fixed asset.

c) Depreciation is provided on straight line method over the estimated useful lives of the assets as prescribed under Schedule II of the Companies Act, 2013.

iv. **Investments:**

a) Current investments are carried at lower of cost and market value.

b) Long term investments are stated at cost. Provisions for diminution in value of long term investments are made, if the diminution is other than temporary.

v. **Impairment of Assets:**

At each balance sheet date, the company consider whether there is any indication that an asset may be impaired. If any indication exits the recoverable amount of the assets is estimated. An impairment loss is recognized immediately whenever the carrying amount of an asset exceeds its recoverable amount.

vi. **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. Cost includes all expenses incurred in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and to make the sale.

b) Inventory of Cutlery, crockery, linen & uniform are amortised over the period of forty eighth months.

vii. **Deferred Revenue Expenditure:**

a) Deferred Revenue Expenditure related to windmill has been amortized over a period of twenty years.

b) Deferred Revenue Expenditure other than above (i) is amortized over a period of five years.

viii. **Revenue Recognition:**

a) Income from Rooms, Banquets, and Restaurant and Other Services represents invoice value of goods sold and services rendered exclusive of all applicable taxes.

b) 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.

ix. **Foreign Currency Transactions:**

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

x. **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.

xi. **Provision for Taxation and Deferred Tax:**

a) Provision for Income tax for the current year is based on the estimated taxable income for the period in accordance with the provisions of the Income Tax Act, 1961.

b) Deferred Tax resulting from “timing difference” between book and taxable profit is accounted for using tax rates & tax laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized only to the extent that there is a reasonable certainty that the future taxable profit will be available against which the deferred tax assets can be realized.

xii. **Employee Benefits:**

a) Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation on projected unit credit method made at the end of the financial year. The gratuity liability and the net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels.

b) Company’s contribution to Provident Fund and Employees State Insurance is charged to the statement of profit and loss for the year.

c) Provision for leave salary has been made as determined by the management.

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

2.1 Share Capital

Particulars	Current Year Number	Current Year ₹ in Lacs	Previous Year Number	Previous Year ₹ in Lacs
Authorised				
Equity Shares of ₹ 10 each	50,000,000	5,000.00	50,000,000	5,000.00
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10 each	29,286,400	2,928.64	29,286,400	2,928.64
Total	**29,286,400**	**2,928.64**	**29,286,400**	**2,928.64**

2.1.1 Reconciliation of Shares

Particulars	As at March 31, 2015 Number	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 Number	As at March 31, 2014 ₹ in Lacs
Shares Outstanding at The beginning of the year	29,286,400	2,928.64	29,286,400	2,928.64
Addition/(Deletion) during the year	-	-	-	-
Shares Outstanding at the end of the year	29,286,400	2,928.64	29,286,400	2,928.64

2.1.2 Details of Shareholders Holding more than 5% Shares

Name of Shareholder	As at March 31, 2015 No. of Shares held	As at March 31, 2015 % of Holding	As at March 31, 2014 No. of Shares held	As at March 31, 2014 % of Holding
Narendra Gurmukhdas Somani	5,963,165	20.36	5,667,519	19.35
Rajshah Enterprise Pvt.Ltd.	2,721,244	9.29	2,546,648	8.70
Real Marketing Pvt. Ltd	-	-	1,725,496	5.89
Sanjay Agarwal	2,500,000	8.54	2,500,000	8.54
Shriram Credit Company Ltd.	2,591,525	8.85	1,321,921	4.51

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

2.2 Reserves & Surplus

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
A. Securities Premium Account		
Opening Balance	7,278.63	7,278.63
Add/(Less) During The Year	-	-
Closing Balance	7,278.63	7,278.63
B. General Reserve		
Opening Balance	620.22	620.22
Add/(Less) During The Year	-	-
Closing Balance	620.22	620.22
C. Surplus		
Opening Balance	3,977.63	3,792.64
Add: Net Profit/(Net Loss) For the current year	(1,120.72)	184.99
Less: Fixed Assets Adjustment	(215.46)	-
Closing Balance	2,641.45	3,977.63
Total	**10,540.30**	**11,876.48**

2.3 Long Term Borrowing

Particulars	Current Year Non Current Maturities ₹ in Lacs	Current Year Current Maturities ₹ in Lacs	Previous Year Non Current Maturities ₹ in Lacs	Previous Year Current Maturities ₹ in Lacs
Secured Loan				
A) Term Loan				
Indian Rupee Loan from Banks				
- State Bank of India	3,029.00	505.82	1,123.52	430.00
- ICICI Bank	3,313.07	679.56	4,000.00	244.29
Indian Rupee Loan from Financial Institution	2,400.00	300.00	2,652.26	151.31
Foreign Currency Loan from Banks				
- State Bank of India	-	-	2,611.16	–
	8,742.07	**1,485.38**	**10,386.94**	**825.60**

Particulars	Current Year Non Current Maturities ₹ in Lacs	Current Year Current Maturities ₹ in Lacs	Previous Year Non Current Maturities ₹ in Lacs	Previous Year Current Maturities ₹ in Lacs
B) Other Loan				
Vehicle Loans	12.40	20.27	32.14	30.52
	12.40	**20.27**	**32.14**	**30.52**
Unsecured Loan				
Other Loan	243.00	265.68	–	222.72
	243.00	265.68	–	222.72
Total	**8,997.47**	**1,771.33**	**10,419.08**	**1,078.84**
Amount disclosed under the head "Other Current Liabilities Current Maturities of Long Term Liabilities" (Note. No. 2.7)		(1,771.33)		(1,078.84)
Total	**8,997.47**	**–**	**10,419.08**	**–**

2.3.1 Security Particulars of Secured Loans

- **Term Loan from SBI**

i) First pari passu charge over present and future movable and immovable fixed assets at Ahmedabad and Surat properties of the Company.

ii) In addition to the above, the subsidiary company, Lov Kush Properties Pvt. Ltd., has given the corporate guarantee to the limits availed by the company.

iii) The term loans are further guaranteed by the personal guarantee of all executive directors.

- **Term Loan & Working Capital Loan from ICICI**

i) Pari passu charge over present and future movable and immovable fixed assets at Ahmedabad and Surat properties of the Company.

ii) The term loans are further guaranteed by the personal guarantee of all executive directors.

- **Term Loan from Religare Finvest Ltd.**

i) Pari passu charge over present and future movable and immovable fixed assets at Ahmedabad and Surat properties of the Company.

- **Secured Loans from others**

i) Vehicle loans are secured by the hypothecation of assets purchased.

2.4 Deferred Tax Liability

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Deferred Tax Liability on account of Accumulated Depreciation	1,563.71	1,686.32
Total	**1,563.71**	**1,686.32**

2.5 Short Term Borrowing

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Working Capital Loan		
- Indian Overseas Bank (Secured)	894.44	779.38
- ICICI Bank (Secured)	1,014.88	1,001.29
Total	**1,909.32**	**1,780.67**

2.5.1 Cash Credit from Indian Overseas Bank is secured against guarantee of a sister concern TGB Foods Pvt Ltd and Cash Credit from ICICI Bank is secured by stock and receivable of the Company. The cash credit is repayable on demand. For Further(Refer Point no: 2.3.1)

2.6 Trade Payable

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Trade Payable	1922.84	2,030.65
Total	**1922.84**	**2,030.65**

2.7 Other Current Liabilities

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
(a) Current Maturities of Long-term Debt	1,751.06	1,048.32
(b) Current Maturities of Vehicle Loan	20.27	30.52
(c) Interest Accrued But Not Due on Borrowings	217.15	107.49
(d) Advances from Customers	753.14	1,335.71
(e) Unpaid Dividends	1.06	1.06
(f) Creditors for Capital Expenditure	272.56	474.10
(g) Other Payables *	3,219.92	2,481.83
Total	**6,235.16**	**5,479.03**

*other payables include statutory dues and temporary bank o/d

2.8 Short Term Provisions

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
(a) Provision for Taxation	571.44	541.45
(d) Provision for Gratuity	80.34	48.64
Total	**651.78**	**590.09**

2.9 Fixed Assets

Sr		GROSS BLOCK				DEPRECIATION					NET BLOCK	
No	PARTICULARS	As on 01/04/14	Addition during the Period	Deduction during the Period	Total 31/03/15	Provided Up To 01/04/14	Disposal	Other Adjus-tment	For the Year	Total 31/03/15	As on 31/03/15	As on 31/03/14
[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]	[12]	[13]
	TANGIBLE ASSETS											
1	Land	680.33	-	-	680.33	-	-	-	-	-	680.33	680.33
2	Building	12,359.08	179.99	-	12,539.07	1,533.46	-	-	180.93	1,714.39	10,824.68	10,825.62
3	Electrification	2,012.60	2.14	-	2,014.74	365.58	-	48.87	231.45	645.90	1,368.84	1,647.02
4	Furniture & Fixtures	7,939.66	161.95	-	8,101.61	1,753.31	-	107.35	1,191.78	3,052.44	5,049.17	6,186.35
5	Plant & Machinery	3,692.02	50.38	8.16	3,734.24	767.74	1.20	-	299.39	1,065.93	2,668.31	2,924.28
6	Other Equipment	610.99	4.01	-	615.00	105.66	-	17.67	77.57	200.90	414.10	505.33
7	Computers & Software	139.49	12.13	-	151.62	95.21	-	27.43	15.35	137.99	13.63	44.28
8	Vehicles	445.31	-	45.93	399.38	161.86	20.34	2.20	57.30	201.02	198.38	283.45
9	Television	86.12	-	-	86.12	16.65	-	11.94	32.17	60.76	25.36	69.47
10	Pollution Cont. Plant	6.33	-	-	6.33	2.10	-	-	0.49	2.59	3.74	4.23
11	Wind Mill Energy	619.21	-	-	619.21	179.81	-	-	24.78	204.59	414.62	439.40
	TOTAL	**28,591.14**	**410.60**	**54.09**	**28,947.65**	**4,981.38**	**21.54**	**215.46**	**2,111.21**	**7,286.51**	**21,661.14**	**23,609.76**
	PREVIOUS YEAR	**27,629.50**	**963.51**	**1.87**	**28,591.14**	**3,699.05**	**1.40**	**-**	**1,283.73**	**4,981.38**	**23,609.76**	**23,930.43**

2.10 Non-Current Investment

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Non Trade Investment(Unquoted)		
Investment in Subsidiary in Fully Paid Equity Instrument		
31800 (P.Y.31800) Equity Shares of ₹ 10/- Each in Lov Kush Properties Pvt. Ltd.	500.00	500.00
Investment in Others in Fully Paid Equity Instrument		
100 (P.Y.100) Fully Paid Equity Shares of Sheetal Ispat Pvt. Ltd.	0.01	0.01
Total	**500.01**	**500.01**
Aggregate amount of unquoted investments	500.01	500.01
Total	**500.01**	**500.01**

2.11 Long Term Loans & Advances

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Deposits	590.27	544.89
Total	**590.27**	**544.89**

2.12 Other Non Current Assets

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Deferred Revenue Expenditure	153.38	277.34
Total	**153.38**	**277.34**

2.13 Inventories

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Raw Material	1,406.26	1,079.98
Other Material		
Cutlery and Crockery	779.58	714.96
Linen	310.68	326.56
Uniforms	230.70	235.53
Utensils	278.74	274.80
Total	**3,005.96**	**2,631.83**

2.14 Trade Receivables

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Unsecured and considered good		
(a) Debtors Outstanding for a Period Exceeding Six Months	822.91	665.77
(b) Other Debtors	1,754.89	1,590.44
Total	**2,577.80**	**2,256.21**

2.15 Cash & Bank Balances

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Cash and Bank Balance	798.85	2,602.42
Total	**798.85**	**2,602.42**
Balance with bank includes:		
(i) Bank Guarantee Margin Money With Maturities of More Than 12 month	161.72	243.23
(ii) Bank Deposits With Maturities of More Than 12 Months	130.73	121.14
(iii) Unpaid Dividend	1.06	1.06
Total	**293.51**	**365.43**

2.16 Short Term Loans & Advances

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Unsecured and considered good		
Loans & Advances		
- Related Party	1,168.69	884.38
- Others	1,039.03	1258.33
Others *	3,091.94	2,074.09
Total	**5,299.66**	**4,216.80**

* Includes Advance to Sundry Creditors, Advance to Staff, Prepaid Expenses, Advance Tax & Tax Credit Receivable

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Private Company in which director is a member (Ref. Note No. 2.24.F)	1,168.69	884.38
Total	**1,168.69**	**884.38**

2.17 Other Current Assets

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Deferred Revenue Expenditure	123.96	151.70
Total	**123.96**	**151.70**

2.18 Revenue from Operation

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Sale of services	13,605.36	15,234.87
Other operating revenues	364.13	404.56
Total	**13,969.49**	**15,639.43**

Other Operating Revenue

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Club Income	46.68	104.56
Scrap Sales	9.60	12.54
Windmill Energy Income	64.39	61.27
Profit on Sale of Fixed Asset	-	1.55
Other Operating Income	243.46	224.64
Total	**364.13**	**404.56**

2.19 Other Income

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Interest Received	96.07	89.07
Other Income	118.81	106.30
Total	**214.88**	**195.37**

2.20 Food & Beverages Consumed

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Opening Stock	1,079.99	1,049.08
Add: Purchase (Net of Goods Returned)	3,678.12	3,733.92
Less: Closing Stock	1,406.26	1,079.99
Total	**3,351.85**	**3,703.01**

2.21 Employees' Emoluments

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Salary Wages & Allowances	1,756.36	1,710.67
Directors Remuneration	102.00	102.00
Contribution to PF, ESI and other fund	84.02	91.74
Leave salary	16.57	4.43
Gratuity	31.90	(16.70)
Welfare Expenses	41.27	79.89
Total	**2,032.12**	**1,972.03**

2.22 Finance Cost

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Interest Expenses	2,080.53	2,103.83
Other Borrowing Cost	50.48	14.27
Total	**2,131.01**	**2,118.10**

2.23 Other Expenses

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
A. Administrative and Selling Expenses:		
Advertisement and Publicity Charges	156.04	228.48
Assets Discarded	168.94	160.14
Auditor Remuneration	3.00	3.00
Bank Charges	10.58	10.78
Decoration Expenses	575.74	613.01
House Keeping Expenses	110.28	134.11
Insurance Expenses	15.61	13.97
Rates and Taxes	651.28	789.83
Rent	1,012.93	1,000.54
Sitting Fees	0.90	1.65
Miscellaneous Expenses	187.91	130.04
Loss on Sale of Fixed Assets	17.57	-
Other Expenses	764.03	929.47
Sub Total (A)	**3,674.81**	**4,015.02**
B. Upkeep and Services Cost Expenses:		
Cleaning and Laundry Expenses	245.48	255.33
Upkeeping Charges	465.29	524.56
Power and Fuel	880.28	926.66
Hire Charges	100.13	137.42
Repairs and Maintenance		
- Building	40.14	50.53
- Plant and Machinery	121.42	134.03
- Others	223.96	165.04
Sub Total (B)	**2,076.70**	**2,193.57**
Grand Total (A+B)	**5,751.51**	**6,208.59**

2.24 Additional Information to Financial Statement

A) Contingent Liabilities :

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
(i) Bank Guarantee Issued to Custom Department for Import Purpose	438.34	520.12
(ii) Demand of Income Tax Raised by the authorities disputed and not acknowledged as due	980.96	718.85
Total	**1,419.30**	**1,238.97**

B) **Auditors Remuneration :**

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
a. Audit Fees	2.50	2.50
b. Tax Audit	0.40	0.40
c. Certification Matters	0.10	0.10
d. Service Tax	0.37	0.37
Total	**3.37**	**3.37**

C) **Details of Foreign Currency Transactions :**

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
a. Earning in Foreign Exchange	152.17	107.11
Total	**152.17**	**107.11**

D) **Earning Per Share :**

Particulars		Current Year ₹ in Lacs	Previous Year ₹ in Lacs
a.	Net Profit after tax as per Statement of Profit & Loss attributable To Equity Shareholders	(1,120.72)	184.99
b.	Weighted Average No. of Equity Shares	2,92,86,400	2,92,86,400
c.	Face Value Per Equity Share (₹)	10	10
d.	Basic & Diluted Earning Per Share	-	0.63

E) Employee Benefits :

Consequent upon adoption of Accounting Standard 15 (revised 2005) on "Employee Benefits" issued by the institute of chartered Accountants of India, as required by the standards, the following disclosures are made:

Particulars		Current Year ₹ in Lacs	Previous Year ₹ in Lacs
1.	**Expenses recognized in the statement of Profit and Loss account for the year ended 31.03.2015**		
	Current Service Cost	22.49	30.97
	Interest Cost	7.36	7.76
	Expected return on plan assets	(2.64)	(2.72)
	Net Actuarial (gain) / Loss recognised in the year	4.70	(52.71)
	Expenses recognised in statement of profit and Loss	31.91	(16.70)
2.	**The amounts to be recognised in the balance sheet and statements of Profit and Loss Account**		
	Present Value of obligations as at the end of year	(103.77)	(79.00)
	Fair value of plan assets as at the end of the year	23.43	30.36
	Funded status : Surplus / (Deficit)	(80.34)	(48.64)
	Net Asset / (Liability) recognised in balance sheet	(80.34)	(48.64)
3.	**Changes in present value of obligation**		
	Present value of obligations as at beginning of year	79.00	96.97
	Interest cost	7.36	7.76
	Current service cost	22.49	30.97
	Benefits paid	(9.39)	(3.29)
	Acturial (gain) / Loss on obligations	4.31	(53.41)
	Present value of obligations as at the end of the year	103.77	79.00
4.	**Actuarial Table showing changes in the fair value of Plan Assets**		
	Fair Value of plan assets at beginning of year	30.36	31.62
	Expected return on plan assets	2.64	2.72
	Contributions	0.21	0.00
	Benefits Paid	(9.39)	(3.29)
	Actuarial gain / (Loss) on Plan assets	(0.39)	(0.69)
	Fair Value of plan assets at the end of year	23.43	30.36
5.	**Assumptions used to determine the benefit obligations:**		
	Discounting Rate	7.96%	9.31%
	Expected rate of increase in Salary	5.00%	5.00%
	Expected rate of return on Plan Assets	7.96%	8.70%
	Indian Assured Lives Mortality (2006-08)		

F) Related Party Transactions :

a) Related Parties and their Relationship:

Name of Related Party	Relationship
New Ramesh Kirana Stores	Entities over which Key Management Personnel are able to exercise significant influence
TGB Foods Pvt. Ltd	Entities over which Key Management Personnel are able to exercise significant influence
TGB Bakers & Confectioners Pvt. Ltd.	Entities over which Key Management Personnel are able to exercise significant influence
Devanand G. Somani HUF	Entities over which Key Management Personnel are able to exercise significant influence
Narendra G. Somani	Key Management Personnel
Devanand G. Somani	Key Management Personnel
Hemant G. Somani	Key Management Personnel
Ramesh K. Motiani	Key Management Personnel
Harshita D. Somani	Relative of Key Management Personnel
Sunita N. Somani	Relative of Key Management Personnel
Neeta H. Somani	Relative of Key Management Personnel
Bhagwati Sales Corporations	Relative of Key Management Personnel

b) Transaction with Related Parties:

Nature of transaction	Entity Under Significant Influence		Key Management Personnel		Relative of Key Mgt. Personnel		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
F & B Purchase	257.15	311.44			62.83	146.09	319.98	457.53
Rent	-	-	-	-	100.21	150.33	100.21	150.33
Director's Remuneration	-	-	102.00	102.00	-	-	102.00	102.00
Commercial Transaction	1,168.69	884.38	-	-	-	-	1,168.69	884.38

(c) Statement of Material Transactions:

Name of Company	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Purchase of Goods		
Bhagwati Sales Corporations	62.83	146.09
TGB Bakers & Confectioners Pvt. Ltd.	257.15	311.44
Advance given for purchase (Net)		
TGB Bakers & Confectioners Pvt. Ltd.	1,168.69	884.38
Rent		
Harshita D. Somani	22.07	33.11
Sunita N Somani	56.07	84.11
Neeta H Somani	22.07	33.11
Director's Remuneration		
Narendra G. Somani	48.00	48.00
Devanand G. Somani	24.00	24.00
Hemant G. Somani	24.00	24.00
Ramesh K. Motiani	6.00	6.00

G) Segment Reporting :

Since the company has only one segment, there is no separate reportable segment as required in AS-17 issued by the ICAI.

H) Movement of Provision Tax

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Opening Provision	541.45	570.31
Provision made during the year (net off excess provision written back & provision for earlier year)	50.00	105.00
Adjustment during the year with advance tax	(20.01)	(133.86)
Closing Provision	**571.44**	**541.45**

I) Since the business of the Company is by way of Food and Beverages, the quantity wise details of purchase, consumption, turnover, stock etc. are not furnished as the items are so large in number that it is not practicable to present.

J) The company had not received any intimation from suppliers regarding their status under the Micro, Small & Medium Enterprise Act, 2006, and hence disclosures, if any, relating to amounts unpaid as the year end together with interest paid or payable as required under said Act, have not been given.

K) In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated, if realized, in the ordinary course of business. Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

L) Previous years figures have been reworked, regrouped and reclassified wherever necessary.

As per our Report of even date

For, O. P. Bhandari & Co.Board
Chartered Accountants
Firm Regn. No.: 112633W

O.P. Bhandari
Partner
Membership No.: 34409

Place : Ahmedabad
Date : May 27, 2015

For and on behalf of the Board

Narendra G. Somani	Chairman & Managing Director
Devanand G. Somani	Whole-time Director
Hemant G. Somani	Whole-time Director
Kalpesh Mehta	Company Secretary

INDEPENDENT AUDITORS' REPORT

To,
The Members,
TGB BANQUETS AND HOTELS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **TGB Banquets and Hotels Limited** (hereinafter referred to as "the Holding Company "), and its subsidiaries (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matters

Financial statements/financial information of a subsidiary which reflect total assets of ₹ 14,39,623 as at March 31, 2015 and net cash flows of ₹ (24,794) for the year ended on that date, as considered in the consolidated financial statements, have been audited by us.

Our report is not qualified in respect of other matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
   - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
   - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
   - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group Companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
   - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
     - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note – 2.24(A) to the consolidated financial statements.
     - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
     - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For, **O.P. Bhandari & Co**
Chartered Accountants
Firm Reg. No.: 112633W

O.P. Bhandari
Partner
Membership No. 34409

Place : Ahmedabad
Date : May 27, 2015

ANNEXURE TO THE CONSOLIDATED AUDITORS' REPORT

The Annexure referred to in our consolidated audit report to the members of **TGB Banquets and Hotels Limited** for the year ended on 31.03.2015, we report that:

Reporting under CARO 2015 is not applicable to subsidiary company.

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

(b) As explained to us, these fixed assets have been physically verified by the management of the company, in accordance with a phased program of verification, which in our opinion is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

ii (a) As explained to us, the physical verification of inventory has been conducted at reasonable intervals by the management of holding company.

(b) In our opinion and according to information and explanations given to us, the procedures for physical verification of inventory followed by the management of the holding company is reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and according to information and explanations given to us, the company has maintained proper records of their inventories and no material discrepancies were noticed on physical verification.

iii. The company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Act. Consequently, requirement of clauses (iii) of paragraph 3 of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of their business, for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit no continuing failure to correct major weaknesses in such internal control system has been observed.

v. In our opinion and according to the information and explanation given to us, the holding company has complied with the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 with regard to deposits accepted. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Tribunal.

vi. The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to holding company. Therefore the provisions of clause (vi) of paragraph 3 of the Companies (Auditor's Report) Order, 2015 is not applicable to the holding company.

vii. (a) The company is not regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Income Tax, Service Tax, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable except as mentioned below:

Financial Year	Type of Tax	Amount Outstanding (₹ in Lacs)
2011-2012	TDS	26.20
2012-2013	TDS	73.03
2013-2014	TDS	72.22
2014-2015	TDS	61.37
2010-2011	VAT	0.06
2011-2012	VAT	84.41
2013-2014	VAT	340.82
2014-2015	VAT	172.47
2012-2013	Service Tax	312.18
2013-2014	Service Tax	745.50
2014-2015	Service Tax	113.60

(b) According to the information and explanations given to us, the dues outstanding of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, Sales Tax or Cess on account of any dispute as at the end of the financial year, are as follow:

Assessment Year to which amount relates	Nature of dues	Amount (₹ in lacs)	Forum where dispute is pending
2006-07	Income Tax	2.63	Commissioner of Income Tax (Appeal)
2007-08	Income Tax	25.27	Commissioner of Income Tax (Appeal)
2008-09	Income Tax	135.61	Gujarat High Court
2009-10	Income Tax	161.83	Commissioner of Income Tax (Appeal)
2010-11	Income Tax	301.37	ITAT, Ahmedabad
2011-12	Income Tax	117.15	ITAT, Ahmedabad
2012-13	Income Tax	237.10	Commissioner of Income Tax (Appeal)

(c) According to the information and explanations given to us, no amount to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act,1956 (1 of 1956) and rules made there under.

viii. The Holding Company neither has any accumulated losses nor has incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.

ix. According to the information and explanation given to us, the holding company has not defaulted in repayment of dues to a financial institution or a bank.

x. In our opinion and according to the information and explanations given to us, the holding company has not given any guarantee for loans taken by others from bank or financial institutions.

xi. According to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.

xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the holding company and no material fraud on the holding company has been noticed or reported during the year.

For, **O.P. Bhandari & Co**
Chartered Accountants
Firm Reg. No.: 112633W

O.P. Bhandari
Partner
Membership No. 34409

Place : Ahmedabad
Date : May 27, 2015

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

(₹ in Lacs)

	Particulars	Note	As at March 31, 2015	As at March 31, 2014
I.	**EQUITY AND LIABILITIES**			
	1. Shareholders' Funds			
	(a) Share Capital	2.1	2928.64	2,928.64
	(b) Reserves and Surplus	2.2	10043.48	11,379.66
	2. Non-Current Liabilities			
	(a) Long-Term Borrowings	2.3	9008.07	10,429.58
	(b) Deferred Tax Liabilities (Net)	2.4	1563.71	1,686.32
	3. Current Liabilities			
	(a) Short-Term Borrowings	2.5	1909.32	1,780.67
	(b) Trade Payables	2.6	1922.84	2,030.65
	(c) Other Current Liabilities	2.7	6235.77	5,479.61
	(d) Short-Term Provisions	2.8	651.78	590.09
	TOTAL		**34263.61**	**36,305.22**
II.	**ASSETS**			
	1. Non-Current Assets			
	(a) Fixed Assets	2.9		
	(i) Tangible Assets		21673.86	23,622.48
	(ii) Intangible Assets		-	
	(iii) Capital Work-in-Progress		38.19	
	(b) Non-Current Investments	2.10	0.01	0.01
	(c) Long-Term Loans and Advances	2.11	590.27	544.89
	(d) Other Non-Current Assets	2.12	155.02	278.72
	2. Current Assets			
	(a) Inventories	2.13	3005.96	2,631.83
	(b) Trade Receivables	2.14	2577.80	2,256.21
	(c) Cash and Bank Balances	2.15	798.88	2,602.58
	(d) Short-Term Loans and Advances	2.16	5299.66	4,216.80
	(e) Other Current Assets	2.17	123.96	151.70
	TOTAL		**34263.61**	**36,305.22**
	Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.
As per our Report of even date
For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.: 112633W

O.P. Bhandari
Partner
Membership No.: 34409

Place : Ahmedabad
Date : May 27, 2015

For and on behalf of the Board

Narendra G. Somani	Chairman & Managing Director
Devanand G. Somani	Whole-time Director
Hemant G. Somani	Whole-time Director
Kalpesh Mehta	Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

	Particulars	Note	For the year ended March 31, 2015	For the year ended March 31, 2014
I	Revenue from Operations	2.18	13969.49	15,639.43
II	Other Income	2.19	214.88	195.37
III	**Total Revenue (I + II)**		**14184.37**	**15,834.80**
IV	**Expenses:**			
	Cost of Materials Consumed	2.20	3351.85	3,703.01
	Employee Benefits Expense	2.21	2032.12	1,972.03
	Finance Costs	2.22	2131.01	2,118.10
	Depreciation and Amortization Expense	2.09	2111.21	1,283.73
	Other Expenses	2.23	5751.51	6,208.59
	Total Expenses		**15377.70**	**15,285.46**
V	**Profit Before Tax (III-IV)**		**(1193.33)**	**549.34**
VI	**Tax Expense:**			
	(1) Current Tax		50.00	105.00
	(2) Deferred Tax		(122.61)	259.35
VII	**Profit (Loss) for The Period (V-VI)**		**(1120.72)**	**184.99**
VIII	**Earnings Per Equity Share:**			
	(1) Basic		-	0.63
	(2) Diluted		-	0.63
Significant Accounting Policies		1		

The accompanying notes are an integral part of the financial statements.
As per our Report of even date
For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.: 112633W

O.P. Bhandari
Partner
Membership No.: 34409

Place : Ahmedabad
Date : May 27, 2015

For and on behalf of the Board

Narendra G. Somani	Chairman & Managing Director
Devanand G. Somani	Whole-time Director
Hemant G. Somani	Whole-time Director
Kalpesh Mehta	Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Cashflow from operating activities		
Profit before tax from continuing operations	(1,193.33)	549.34
Add/Less : Adjustments		
Depreciation and amortization expense	2,111.21	1283.73
Deficit/ (Surplus) on sale of fixed assets	17.57	(1.55)
Provision for Gratuity	31.69	(16.70)
Provision for Leave Benefits	12.61	1.70
Finance Cost	2,131.01	2118.10
Interest income	(96.07)	(89.07)
Miscellenous Expenditure Written Off	151.70	177.76
Operating profit before working capital changes	**3166.39**	**4023.31**
Movements in working capital :		
Increase/ (decrease) in trade payables	(107.80)	376.06
Increase/ (decrease) in other current liabilities	51.07	194.52
Decrease / (increase) in current trade receivables	(321.59)	(877.69)
Decrease / (increase) in inventories	(374.13)	(155.03)
Decrease / (increase) in long-term loans and advances	(45.38)	3.15
Decrease / (increase) in short-term loans and advances	(1,082.86)	465.34
Cash generated from /(used in) operations	1,285.70	4029.66
Direct taxes paid (net of refunds)	(20.00)	(133.86)
Net cash flow from/ (used in) operating activities (A)	**1,265.70**	**3895.80**
Cash flows from investing activities		
Purchase of fixed assets, including CWIP and capital advances	(445.91)	(963.51)
Proceeds from sale of fixed assets	12.08	2.00
Increase in other non-current assets	(0.25)	(0.19)
Interest received	96.07	89.07
Net cash flow from/ (used in) investing activities (B)	**(338.01)**	**(872.63)**
Cash flows from financing activities		
Proceeds from long-term borrowings	(729.01)	(594.15)
Proceeds from short-term borrowings	128.63	770.58
Financial Expenses	(2,131.01)	(2118.10)
Net cash flow from/ (used in) in financing activities (C)	**(2731.39)**	**(1941.67)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)	**(1,803.70)**	**1081.50**
Cash and cash equivalents at the beginning of the year	2,602.58	1521.08
Cash and cash equivalents at the end of the year (Note 17)	**798.88**	**2602.58**

The accompanying notes are an integral part of the financial statements.
As per our Report of even date
For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.: 112633W

O.P. Bhandari
Partner
Membership No.: 34409

Place : Ahmedabad
Date : May 27, 2015

For and on behalf of the Board

Narendra G. Somani	Chairman & Managing Director
Devanand G. Somani	Whole-time Director
Hemant G. Somani	Whole-time Director
Kalpesh Mehta	Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

2. Significant Accounting Policies

i. **Basis of preparation of Financial Statements:**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention.

ii. **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. Difference between the actual results and estimates are recognised in the period in which the results are known or materialise.

iii. **Fixed Assets :**

a) Fixed Assets are stated at cost of construction or acquisition less accumulated depreciation.

b) All other expenses including taxes, duties, freight incurred to bring the fixed assets to working condition is also treated as the cost of the fixed assets. However, cenvat availed in respect of the fixed assets is deducted from the cost of the fixed asset.

c) Depreciation is provided on straight line method over the estimated useful lives of the assets as prescribed under Schedule II of the Companies Act, 2013.

iv. **Investments:**

a) Current investments are carried at lower of cost and market value.

b) Long term investments are stated at cost. Provisions for diminution in value of long term investments are made, if the diminution is other than temporary.

v. **Impairment of Assets:**

At each balance sheet date, the company consider whether there is any indication that an asset may be impaired. If any indication exits the recoverable amount of the assets is estimated. An impairment loss is recognized immediately whenever the carrying amount of an asset exceeds its recoverable amount.

vi. **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. Cost includes all expenses incurred in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and to make the sale.

b) Inventory of Cutlery, crockery, linen & uniform are amortised over the period of forty eighth months.

vii. **Deferred Revenue Expenditure:**

a) Deferred Revenue Expenditure related to windmill has been amortized over a period of twenty years.

b) Deferred Revenue Expenditure other than above (i) is amortized over a period of five years.

viii. **Revenue Recognition:**

a) Income from Rooms, Banquets, and Restaurant and Other Services represents invoice value of goods sold and services rendered exclusive of all applicable taxes.

b) 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.

ix. **Foreign Currency Transactions:**

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

x. **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.

xi. **Provision for Taxation and Deferred Tax:**

a) Provision for Income tax for the current year is based on the estimated taxable income for the period in accordance with the provisions of the Income Tax Act, 1961.

b) Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using tax rates & tax laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized only to the extent that there is a reasonable certainty that the future taxable profit will be available against which the deferred tax assets can be realized.

xii. **Employee Benefits:**

a) Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation on projected unit credit method made at the end of the financial year. The gratuity liability and the net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels.

b) Company's contribution to Provident Fund and Employees State Insurance is charged to the statement of profit and loss for the year.

c) Provision for leave salary has been made as determined by the management.

xiii. **Principles of Consolidation:**

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

a) The financial statement of the company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the books values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealized profits or losses on intra-group transactions as per Accounting Standard AS-21-"Consolidated Financial Statements".

b) The difference between the costs of investment in subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

c) Company holds certain rights in immovable property by virtue of equity shares held in subsidiary. Since the equity shares so held do not really present financial investment simplicities but rather the means to acquire and hold the properties for use in company's operations, the cost of acquisition of the shares is treated as cost of fixed assets and is dealt with in accordance with Accounting Standard-10. Accordingly the requirements of Accounting Standard-13 on Accounting for Investments and Accounting Standards -23 on Accounting for Investments in Associates in consolidated financial statement are considered to be not applicable. Even otherwise, the actual effect on consolidated financial statement will not be contextually significant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

2.1 Share Capital

Particulars	Current Year Number	Current Year ₹ in Lacs	Previous Year Number	Previous Year ₹ in Lacs
Authorised				
Equity Shares of ₹ 10 each	50,000,000	5,000.00	50,000,000	5,000.00
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10 each	29,286,400	2,928.64	29,286,400	2,928.64
Total	29,286,400	2,928.64	29,286,400	2,928.64

2.1.1 Reconciliation of Shares

Particulars	As at March 31, 2015 Number	As at March 31, 2015 ₹ in Lacs	As at March 31, 2014 Number	As at March 31, 2014 ₹ in Lacs
Shares Outstanding at The beginning of the year	29,286,400	2,928.64	29,286,400	2,928.64
Addition/(Deletion) during the year	-	-	-	-
Shares Outstanding at the end of the year	29,286,400	2,928.64	29,286,400	2,928.64

2.1.2 Details of Shareholders Holding more than 5% Shares

Name of Shareholder	As at March 31, 2015 No. of Shares held	As at March 31, 2015 % of Holding	As at March 31, 2014 No. of Shares held	As at March 31, 2014 % of Holding
Narendra Gurmukhdas Somani	5,963,165	20.36	5,667,519	19.35
Rajshah Enterprise Pvt.Ltd.	2,721,244	9.29	2,546,648	8.70
Real Marketing Pvt. Ltd	-	-	1,725,496	5.89
Sanjay Agarwal	2,500,000	8.54	2,500,000	8.54
Shriram Credit Company Ltd.	2,591,525	8.85	1,321,921	4.51

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

2.2 Reserves & Surplus

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
A. Securities Premium Account		
Opening Balance	7,278.63	7,278.63
Add/(Less) During The Year	-	-
Closing Balance	7,278.63	7,278.63
B. General Reserve		
Opening Balance	620.22	620.22
Add/(Less) During The Year	-	-
Closing Balance	620.22	620.22
C. Surplus		
Opening Balance	3,480.81	3,295.82
Add: Net Profit/(Net Loss) For the current year	(1,120.72)	184.99
Less: Fixed Assets Adjustment	(215.46)	-
Closing Balance	2,144.63	3,480.81
Total	**10,043.48**	**11,379.66**

2.3 Long Term Borrowing

Particulars	Current Year Non Current Maturities ₹ in Lacs	Current Year Current Maturities ₹ in Lacs	Previous Year Non Current Maturities ₹ in Lacs	Previous Year Current Maturities ₹ in Lacs
Secured Loan				
A) Term Loan				
Indian Rupee Loan from Banks				
- State Bank of India	3,029.00	505.82	1,123.52	430.00
- ICICI Bank	3,313.07	679.56	4,000.00	244.29
Indian Rupee Loan from Financial Institution	2,400.00	300.00	2,652.26	151.31
Foreign Currency Loan from Banks	-	-		-
- State Bank of India	-	-	2,611.16	0.00
	8,742.07	**1,485.38**	**10,386.94**	**825.60**

Particulars	Current Year Non Current Maturities ₹ in Lacs	Current Year Current Maturities ₹ in Lacs	Previous Year Non Current Maturities ₹ in Lacs	Previous Year Current Maturities ₹ in Lacs
B) Other Loan				
Vehicle Loans	12.40	20.27	32.14	30.52
	12.40	**20.27**	**32.14**	**30.52**
Unsecured Loan				
Other Loan	253.60	265.68	10.50	222.72
Total	**253.60**	**265.68**	**10.50**	**222.72**
	9,008.07	**1,771.33**	**10,429.58**	**1,078.84**
Amount disclosed under the head "Other Current Liabilities Current Maturities of Long Term Liabilities" (Note. No. 2.7)		(1,771.33)		(1,078.84)
Total	**9,008.07**	**-**	**10,429.58**	-

2.3.1 Security Particulars of Secured Loans

- **Term Loan from SBI**

i) First pari passu charge over present and future movable and immovable fixed assets at Ahmedabad and Surat properties of the Company.

ii) In addition to the above, the subsidiary company, Lov Kush Properties Pvt. Ltd., has given the corporate guarantee to the limits availed by the company.

iii) The term loans are further guaranteed by the personal guarantee of all executive directors.

- **Term Loan & Working Capital Loan from ICICI**

i) Pari passu charge over present and future movable and immovable fixed assets at Ahmedabad and Surat properties of the Company.

ii) The term loans are further guaranteed by the personal guarantee of all executive directors.

- **Term Loan from Religare Finvest Ltd.**

i) Pari passu charge over present and future movable and immovable fixed assets at Ahmedabad and Surat properties of the Company.

- **Secured Loans from others**

i) Vehicle loans are secured by the hypothecation of assets purchased.

2.4 Deferred Tax Liability

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Deferred Tax Liability on account of Accumulated Depreciation	1,563.71	1,686.32
Total	**1,563.71**	**1,686.32**

2.5 Short Term Borrowing

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Working Capital Loan		
- Indian Overseas Bank (Secured)	894.44	779.38
- ICICI Bank (Secured)	1,014.88	1,001.29
Total	**1,909.32**	**1,780.67**

2.5.1 Cash Credit from Indian Overseas Bank is secured against guarantee of a sister concern TGB Foods Pvt Ltd and Cash Credit from ICICI Bank is secured by stock and receivable of the Company. The cash credit is repayable on demand.For Further(Refer Point no: 2.3.1)

2.6 Trade Payable

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Trade Payable	1,922.84	2,030.65
Total	**1,922.84**	**2,030.65**

2.7 Other Current Liabilities

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
(a) Current Maturities of Long-term Debt	1,751.06	1,048.32
(b) Current Maturities of Vehicle Loan	20.27	30.52
(c) Interest Accrued But Not Due on Borrowings	217.15	107.49
(d) Advances from Customers	753.14	1,335.72
(e) Unpaid Dividends	1.06	1.06
(f) Creditors for Capital Expenditure	272.56	474.10
(g) Other Payables *	3,220.53	2,482.40
Total	**6,235.77**	**5,479.61**

* other payables include statutory dues and temporary bank o/d

2.8 Short Term Provisions

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
(a) Provision for Taxation	571.44	541.45
(d) Provision for Gratuity	80.34	48.64
Total	**651.78**	**590.09**

2.9 Fixed Assets

Sr		GROSS BLOCK				DEPRECIATION					NET BLOCK	
No	PARTICULARS	As on 01/04/14	Addition during the Period	Deduction during the Period	Total as on 31/03/15	Provided Up To 01/04/14	Disposal	Other Adjus-tment	For the Year	Total as on 31/03/15	As on 31/03/15	As on 31/03/14
[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]	[12]	[13]
	TANGIBLE ASSETS											
1	Land	693.05	0	0	693.05	0	0	0	0	0	693.05	693.05
2	Building	12359.08	179.99	0	12539.07	1533.46	0	0	180.93	1714.39	10824.68	10825.62
3	Electrification	2012.6	2.14	0	2014.74	365.58	0	48.87	231.45	645.92	1368.82	1647.02
4	Furniture & Fixtures	7939.66	161.95	0	8101.61	1753.31	0	107.35	1191.78	3052.44	5049.17	6186.35
5	Plant & Machinery	3692.02	50.38	8.16	3734.24	767.74	1.2	0	299.39	1065.93	2668.31	2924.28
6	Other Equipment	610.99	4.01	0	615.00	105.66	0	17.67	77.57	200.90	414.10	505.33
7	Computers & Software	139.49	12.13	0	151.62	95.21	0	27.43	15.35	137.99	13.63	44.28
8	Vehicles	445.31	0	45.93	399.38	161.86	20.34	2.2	57.3	201.02	198.38	283.45
9	Television	86.12	0	0	86.12	16.65	0	11.94	32.17	60.76	25.36	69.47
10	Pollution Cont. Plant	6.33	0	0	6.33	2.1	0	0	0.49	2.59	3.74	4.23
11	Wind Mill Energy	619.21	0	0	619.21	179.81	0	0	24.78	204.59	414.62	439.40
	TOTAL	**28,603.86**	**410.6**	**54.09**	**28,960.37**	**4,981.38**	**21.54**	**215.46**	**2,111.22**	**7,286.51**	**21,673.86**	**23,622.48**
	PREVIOUS YEAR	**27,642.22**	**963.51**	**1.87**	**28,603.86**	**3,699.05**	**1.40**	**-**	**1,283.73**	**4,981.38**	**23,622.48**	**23,943.15**

2.10 Non-Current Investment

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Non Trade Investment (Unquoted)		
Investment in Others in Fully Paid Equity Instrument		
100 (P.Y.100) Fully Paid Equity Shares of Sheetal Ispat Pvt. Ltd.	0.01	0.01
Total	**0.01**	**0.01**
Aggregate amount of unquoted investments	0.01	0.01
Total	**0.01**	**0.01**

2.11 Long Term Loans & Advances

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Deposits	590.27	544.89
Total	**590.27**	**544.89**

2.12 Other Non Current Assets

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Deferred Revenue Expenditure	155.02	278.72
Total	**155.02**	**278.72**

2.13 Inventories

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Raw Material	1,406.26	1,079.98
Other Material		
Cutlery and Crockery	779.58	714.96
Linen	310.68	326.56
Uniforms	230.70	235.53
Utensils	278.74	274.80
Total	**3,005.96**	**2,631.83**

2.14 Trade Receivables

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Unsecured and considered good		
(a) Debtors Outstanding for a Period Exceeding Six Months	822.91	665.77
(b) Other Debtors	1,754.89	1,590.44
Total	**2,577.80**	**2,256.21**

2.15 Cash & Bank Balances

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Cash and Bank Balance	798.88	2,602.58
Total	**798.88**	**2,602.58**
Balance with bank includes:		
(i) Bank Guarantee Margin Money With Maturities of More Than 12 month	161.72	243.23
(ii) Bank Deposits With Maturities of More Than 12 Months	130.73	121.14
(iii) Unpaid Dividend	1.06	1.06
Total	**293.51**	**365.43**

2.16 Short Term Loans & Advances

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Unsecured and considered good		
Loans & Advances		
- Related Party	1,168.69	884.38
- Others	1,039.03	1,258.33
Others *	3,091.94	2,074.09
Total	**5,299.66**	**4,216.80**

* Includes Advance to Sundry Creditors, Advance to Staff, Prepaid Expenses, Advance Tax & Tax Credit Receivable

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Private Company in which director is a member (Ref. Note No. 2.24.F)	1,168.69	884.38
Total	**1,168.69**	**884.38**

2.17 Other Current Assets

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Deferred Revenue Expenditure	123.96	151.70
Total	**123.96**	**151.70**

2.18 Revenue from Operation

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Sale of services	13,605.36	15,234.87
Other operating revenues	364.13	404.56
Total	**13,969.49**	**15,639.43**

Particulars of Other Operating Revenue

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Club Income	46.68	104.56
Scrap Sales	9.60	12.54
Windmill Energy Income	64.39	61.27
Profit on Sale of Fixed Asset	-	1.55
Other Operating Income	243.46	224.64
Total	**364.13**	**404.56**

2.19 Other Income

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Interest Received	96.07	89.07
Other Income	118.81	106.30
Total	**214.88**	**195.37**

2.20 Food & Beverages Consumed

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Opening Stock	1,079.99	1,049.08
Add: Purchase (Net of Goods Returned)	3,678.12	3,733.92
Less: Closing Stock	1,406.26	1,079.99
Total	3,351.85	3,703.01

2.21 Employees' Emoluments

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Salary Wages & Allowances	1,756.36	1,710.67
Directors Remuneration	102.00	102.00
Contribution to P F, ESI and other fund	84.02	91.74
Leave salary	16.57	4.43
Gratuity	31.90	(16.70)
Welfare Expenses	41.27	79.89
Total	**2,032.12**	**1,972.03**

2.22 Finance Cost

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Interest Expenses	2,080.53	2,103.83
Other Borrowing Cost	50.48	14.27
Total	**2,131.01**	**2,118.10**

2.23 Other Expenses

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
A. Administrative and selling expenses:		
Advertisement and Publicity Charges	156.04	228.48
Assets Discarded	168.94	160.14
Auditor Remuneration	3.00	3.00
Bank Charges	10.58	10.78
Decoration Expenses	575.74	613.01
House Keeping Expenses	110.28	134.11
Insurance Expenses	15.61	13.97
Rates and Taxes	651.28	789.83
Rent	1,012.93	1,000.54
Sitting Fees	0.90	1.65
Miscellaneous Expenses	187.91	130.04
Loss on Sale of Fixed Assets	17.57	-
Other Expenses	764.03	929.47
Sub Total (A)	**3,674.81**	**4,015.02**
B. Upkeep and services cost expenses:		
Cleaning and Laundry Expenses	245.48	255.33
Upkeeping Charges	465.29	524.56
Power and Fuel	880.28	926.66
Hire Charges	100.13	137.42
Repairs and Maintenance		
- Building	40.14	50.53
- Plant and Machinery	121.42	134.03
- Others	223.96	165.04
Sub Total (B)	**2,076.70**	**2,193.57**
Grand Total (A+B)	**5,751.51**	**6,208.59**

2.24 Additional Information to Financial Statement

A) Contingent Liabilities :

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
(i) Bank Guarantee Issued to Custom Department for Import Purpose	438.34	520.12
(ii) Demand of Income Tax Raised by the authorities disputed and not acknowledged as due	980.96	718.85
Total	**1,419.30**	**1,238.97**

B) Auditors Remuneration :

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
a. Audit Fees	2.50	2.50
b. Tax Audit	0.40	0.40
c. Certification Matters	0.10	0.10
d. Service Tax	0.37	0.37
Total	**3.37**	**3.37**

C) Details of Foreign Currency Transactions :

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Earning in Foreign Exchange	152.17	107.11
Total	152.17	107.11

D) Earning Per Share :

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
a. Net Profit after tax as per Statement of Profit & Loss attributable To Equity Shareholders	(1,120.72)	184.99
b. Weighted Average No. of Equity Shares	29,286,400	2,92,86,400
c. Face Value Per Equity Share (₹)	10.00	10.00
d. Basic & Diluted Earning Per Share	-	0.63

E) Employee Benefits :

Consequent upon adoption of Accounting Standard 15 (revised 2005) on "Employee Benefits" issued by the institute of chartered Accountants of India, as required by the standards, the following disclosures are made:

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
1. Expenses recognized in the statement of Profit and Loss account for the year ended 31.03.2015		
Current Service Cost	22.49	30.97
Interest Cost	7.36	7.76
Expected return on plan assets	(2.64)	(2.72)
Net Actuarial (gain) / Loss recognised in the year	4.70	(52.71)
Expenses recognised in statement of profit and Loss	31.91	(16.70)
2. The Amounts to be recognised in the balance sheet and statements of Profit and Loss Account		
Present Value of obligations as at the end of year	(103.77)	(79.00)
Fair value of plan assets as at the end of the year	23.43	30.36
Funded status : Surplus / (Deficit)	(80.34)	(48.64)
Net Asset / (Liability) recognised in balance sheet	(80.34)	(48.64)
3. Changes in present value of obligation		
Present value of obligations as at beginning of year	79.00	96.97
Interest cost	7.36	7.76
Current service cost	22.49	30.97
Benefits paid	(9.39)	(3.29)
Acturial (gain) / Loss on obligations	4.31	(53.41)
Present value of obligations as at the end of the year	103.77	79.00
4. Actuarial Table showing changes in the fair value of Plan Assets		
Fair Value of plan assets at beginning of year	30.36	31.62
Expected return on plan assets	2.64	2.72
Contributions	0.21	0.00
Benefits Paid	(9.39)	(3.29)
Actuarial gain / (Loss) on Plan assets	(0.39)	(0.69)
Fair Value of plan assets at the end of year	23.43	30.36

5. Assumptions used to determine the benefit obligations:

Particulars	Current Year	Previous Year
Discounting Rate	7.96%	9.31%
Expected rate of increase in salary	5.00%	5.00%
Expected rate of return on Plan Assets	7.96%	8.70%
Indian Assured Lives Mortality (2006-08)		

F) Related Party Transactions :

a) Related Parties and their Relationship:

Name of Related Party	Relationship
New Ramesh Kirana Stores	Entities over which Key Management Personnel are able to exercise significant influence
TGB Foods Pvt. Ltd	Entities over which Key Management Personnel are able to exercise significant influence
TGB Bakers & Confectioners Pvt. Ltd.	Entities over which Key Management Personnel are able to exercise significant influence
Devanand G. Somani HUF	Entities over which Key Management Personnel are able to exercise significant influence
Narendra G. Somani	Key Management Personnel
Devanand G. Somani	Key Management Personnel
Hemant G. Somani	Key Management Personnel
Ramesh K. Motiani	Key Management Personnel
Harshita D. Somani	Relative of Key Management Personnel
Sunita N. Somani	Relative of Key Management Personnel
Neeta H. Somani	Relative of Key Management Personnel
Bhagwati Sales Corporations	Relative of Key Management Personnel

b) Transaction with Related Parties:

Nature of transaction	Entity Under Significant Influence		Key Management Personnel		Relative of Key Mgt. Personnel		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
F & B Purchase	257.15	311.44	–	–	62.83	146.09	319.98	457.53
Rent	–	–	–	–	100.21	150.33	100.21	150.33
Director's Remuneration	–	–	102.00	102.00	–	–	102.00	102.00
Commercial Transaction	1,168.69	884.38	–	–	–	–	1,168.69	884.38

c) Statement of Material Transactions:

Name of Company	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Purchase of Goods		
Bhagwati Sales Corporations	62.83	146.09
TGB Bakers & Confectioners Pvt. Ltd.	257.15	311.44
Advance Given For Purchase (Net)		
TGB Bakers & Confectioners Pvt. Ltd.	1,168.69	884.38
Rent		
Harshita D. Somani	22.07	33.11
Sunita N. Somani	56.07	84.11
Neeta H. Somani	22.07	33.11

Name of Company	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Director's Remuneration		
Narendra G. Somani	48.00	48.00
Devanand G. Somani	24.00	24.00
Hemant G. Somani	24.00	24.00
Ramesh K. Motiani	6.00	6.00

G) Additional information as required under schedule III to the Act, of enterprises consolidated as Subsidiary :

Name of the entity	Net Assets		Share in Profit or Loss	
	As % of Consolidated Net Assets	₹ in Lacs	As % of Consolidated Profit or Loss	₹ in Lacs
Parent				
TGB Banquets and Hotels Ltd.	**99.91%**	12,960.90	100%	(1,120.72)
Subsidiaries (Indian)				
Lov Kush Properties Private Limited	0.09%	11.22	-	-
Minority Interest in all Subsidiaries	-		-	-
Total	**100.00%**	12,972.12	100%	(1,120.72)

Note : Subsidiary has not commenced its business.

H) Segment Reporting :

Since the company has only one segment, there is no separate reportable segment as required in AS-17 issued by the ICAI.

I) Movement of Provision Tax

Particulars	Current Year ₹ in Lacs	Previous Year ₹ in Lacs
Opening Provision	541.45	570.31
Provision made during the year (net off excess provision written back & provision for earlier year)	50.00	105.00
Adjustment during the year with advance tax	(20.01)	(133.86)
Closing Provision	571.44	541.45

J) Since the business of the Company is by way of Food and Beverages, the quantity wise details of purchase, consumption, turnover, stock etc. are not furnished as the items are so large in number that it is not practicable to present.

K) The company had not received any intimation from suppliers regarding their status under the Micro, Small & Medium Enterprise Act, 2006, and hence disclosures, if any, relating to amounts unpaid as the year end together with interest paid or payable as required under said Act, have not been given.

L) In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated, if realized, in the ordinary course of business. Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

M) Previous years figures have been reworked, regrouped and reclassified wherever necessary.

As per our Report of even date

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.: 112633W
O.P. Bhandari
Partner
Membership No.: 34409

For and on behalf of the Board

Narendra G. Somani — Chairman & Managing Director
Devanand G. Somani — Whole-time Director
Hemant G. Somani — Whole-time Director
Kalpesh Mehta — Company Secretary

Place : Ahmedabad
Date : May 27, 2015

Form AOC-1

(Pursuant to first proviso to sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/Joint Ventures

Part "A": Subsidiaries

(₹ in Lacs)

Sr. No.	Particulars	Details
1.	Name of the Subsidiary	Lov Kush Properties Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	N.A.
4.	Share capital	3.18
5.	Reserves & surplus	-
6.	Total assets	14.40
7.	Total Liabilities	11.22
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	-
11.	Provision for taxation	-
12.	Profit after taxation	-
13.	Proposed Dividend	-
14.	% of shareholding	100%

a. Names of subsidiaries which are yet to commence operations - Lov Kush Properties Pvt Ltd.

b. Names of subsidiaries which have been liquidated or sold during the year - None

Part "B": Associates and Joint Ventures Not Applicable

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.: 112633W
O.P. Bhandari
Partner
Membership No.: 34409

For and on behalf of the Board

Narendra G. Somani Chairman & Managing Director
Devanand G. Somani Whole-time Director
Hemant G. Somani Whole-time Director
Kalpesh Mehta Company Secretary

Place : Ahmedabad
Date : May 27, 2015

TGB BANQUETS AND HOTELS LIMITED

(Formerly Known as Bhagwati Banquets and Hotels Limited)

CIN: L55100GJ1999PLC036830

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

Ph: 079 26841000 • **Fax:** 079 26840915 • **E mail:** cs@tgbhotels.com • **Website:** www.tgbhotels.com

ATTENDANCE SLIP

Folio No./DP ID & Client ID No.		No. of Shares :	

Name of Member(s)/ Proxy : _____

Address : _____

_____

E-mail Id : _____

I/We certify that I/We am/are member(s)/proxy for the member(s) of the Company.

I hereby authorise TGB Banquets and Hotels Limited to send me all notices, Annual Report and other communications at the aforesaid e-mail id.

I/We hereby record my/our presence at the **16th Annual General Meeting** of the Company being held at "SINDHU BHAVAN" Plot No. 173, 100 ft. Ring Road, off. S.G. Highway, Judges Bunglow Cross Road, Bodakdev, Ahmedabad-380054 on Wednesday, September 23, 2015 at 10:30 AM

Signature of First holder/Proxy	Signature of 1st Jointholder	Signature of 2nd Jointholder

Note (s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue Shareholder/Proxy attending the meeting is requested to bring his/her copy of the Annual Report.

TGB BANQUETS AND HOTELS LIMITED

(Formerly Known as Bhagwati Banquets and Hotels Limited)

CIN: L55100GJ1999PLC036830

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

Ph: 079 26841000 • **Fax:** 079 26840915 • **E mail:** cs@tgbhotels.com • **Website:** www.tgbhotels.com

Form No. MGT-11

PROXY FORM

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

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No./ DP ID & Client ID : _____

I/ We, being Member(s) holding _____ shares of the above named company, hereby appoint:

1. Name : _____ Address : _____
   E-mail Id : _____ Signature : _____ or failing him/her
2. Name : _____ Address : _____
   E-mail Id : _____ Signature : _____ or failing him/her
3. Name : _____ Address : _____
   E-mail Id : _____ Signature : _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **16th Annual General Meeting** of the Company to be held on Wednesday, September 23, 2015 at 10:30 AM at "SINDHU BHAVAN" Plot No. 173, 100 ft. Ring Road, off. S.G. Highway, Judges Bunglow Cross Road, Bodakdev, Ahmedabad-380054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution
	Ordinary Business
1.	Ordinary Resolution for adoption of the Financial Statements for the financial year ended March 31, 2015 and Reports of the Board of Directors and Auditors thereon
2.	Ordinary Resolution for appointment of a Director in place of Mr. Devanand G. Somani(DIN: 00515959), who retires by rotation and being eligible, offers himself for re-appointment
3.	Ordinary Resolution for appointment of M/s O.P. Bhandari & Co., Chartered Accountant, as Statutory Auditors of the Company and to fix their remuneration
	Special Business
4.	Ordinary Resolution for appointment of Mr. Mahendra Kumar Bhandari (DIN 03035629) as an Independent Directors of the Company
5.	Ordinary Resolution for approval of continuation of employement of Mr. Devanand G. Somani (DIN 00515959) as a Whole-time Director designated as Executive Director
6.	Ordinary Resolution for approval of continuation of employement of Mr. Hemant G. Somani (DIN 00515853) as a Whole-time Director designated as Executive Director
7.	Ordinary Resolution for approval of continuation of employement of Mr.Ramesh K. Motiani (DIN 00515913) as a Whole-time Director designated as Executive Director
8.	Special Resolution for approval for entering into Related Party Transactions

Signed this _____ day of _____ 2015

Affix ₹ 1/- Revenue Stamp

Signature of Shareholder :_____

Signature of 1st Proxy holder(s)	Signature of 2st Proxy holder(s)	Signature of 3st Proxy holder(s)	Signature of Member

Notes:

A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote insted of himself and the Proxy need not be a Member of the Company. The Instrment appointing a Proxy must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Three experiences of limitless luxury

TGB Surat
Gujarat's first and largest five star deluxe hotel

TGB Ahmedabad
Star category hotel on S.G. Road

TGB Seasons Rajkot
Star category hotel, a luxurious world in itself

TGB Express

Now relax in the most well appointed rooms, indulge at the gourmet restaurant and celebrate at the beautifully decorated and fully equipped banquets serviced with the signature warmth and efficiency of TGB.

Upcoming projects

TGB Hotels: Indore

TGB Indore, a 120-room luxury haven would also have one of the largest banqueting and convention centres in Central India with 40,000 sq.ft. of banqueting space, conference and party halls, 1 lakh sq.ft. of lush green party lawns, 2 restaurants, swimming pool, spa and more such luxury facilities.

THE GRAND BHAGWATI

HOTELS • BANQUETS • CONVENTIONS • CLUB

TGB BANQUETS AND HOTELS LIMITED

CIN: L55100GJ1999PLC036830

Registered Office:

The Grand Bhagwati, Plot No. 380, SG Road, Bodakdev,
Ahmedabad 380054, Gujarat, India. Ph: 079 26841000, Fax: 079 26840915

Corporate Office:

301, Circle P, Prahaladnagar Garden Road, SG Road, Ahmedabad-380051, Gujarat, India.
Ph: 079 26937800, Fax: 079 26937900 info@tgbhotels.com www.tgbhotels.com