

**32<sup>ND</sup>**  
**ANNUAL REPORT**  
**2017 - 2018**

**LORDS ISHWAR HOTELS LIMITED**

**COMPANY INFORMATION****Board of Directors**

Mr. Pushpendra Bansal	:	Managing Director (Ceased off w.e.f 28.09.2017)
Mrs. Sangita Bansal	:	Managing Director (Appointed as MD w.e.f 13.02.2018)
Mr. Mehinder Sharma	:	Non Executive Director
Mr. Amit Garg	:	Non Executive Independent Director
Mr. Virendra Mistry	:	Non Executive Independent Director
Mr. Manish Shah	:	Non Executive Independent Director

**Chief Financial Officer**

Mr. Ajay Pawar

**Company Secretary & Compliance Officer**

Mr. Ranjit Kumar Singh (A24381)

**Statutory Auditors**

Kishor K. Haryani (Proprietor) (Firm Reg. No. 121950W)  
K K Haryani & Co, Chartered Accountants,  
D/205-206, 2<sup>nd</sup> Floor, R K Casta,  
Opp: Patel Super Market, Station Road,  
Bharuch – 392 001, Gujarat, India

**Bankers**

Bank of Baroda  
HDFC Bank  
IDBI Bank  
State Bank of India

**Registered Office**

Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda, Gujarat, India – 390 002

**Website:** www.lordsishwar.com

**CIN:** L55100GJ1985PLC008264

**Registrar & Share Transfer Agent**

Bigshare Services Pvt. Ltd.  
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,  
Makwana Road, Marol, Andher (East),  
Mumbai – 400059, Maharashtra, India.  
Tel: 022 – 62638200

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**NOTICE**

**NOTICE** is hereby given that the **32<sup>nd</sup> ANNUAL GENERAL MEETING** of the members of **LORDS ISHWAR HOTELS LIMITED** will be held on **Tuesday, the 18<sup>th</sup> day of September, 2018** at 09.30 a.m. at Hotel Marvel Residency, Ajwa Road, Baroda -390 019, Gujarat to transact the following business:

**ORDINARY BUSINESS:****1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of the Board of Directors and Auditors thereon.

**2. Appointment of Mr. Mehinder Sharma as a Director liable to retire by rotation:**

To appoint a Director in place of Mr. Mehinder Sharma (DIN: 00036252), who retires by rotation and, being eligible, seeks re-appointment.

**SPECIAL BUSINESS:****3. Appointment of Mrs. Sangita P. Bansal as Managing Director:**

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

**"RESOLVED THAT** on the basis of recommendation made by Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory Modification or enactment thereof) and subject to the approval of any other requisite authority, if required, the consent of the Company be and is hereby accorded to the appointment of Mrs. Sangita P. Bansal (DIN 01571275) as the Managing Director of the Company for a period of Three (3) years commencing from 13<sup>th</sup> February, 2018 and up to 12<sup>th</sup> February, 2021, upon terms and Conditions without any Remuneration or perquisites and allowances as set out in the explanatory statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and Conditions as it may deem fit and as may be acceptable to Mrs. Sangita P. Bansal.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

**4. Alteration in Memorandum of Association of the Company to align with the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the Shareholders be and is hereby accorded for alteration in the Memorandum of Association of the Company to align with the Companies Act, 2013 by deleting **Clause III (C) – Other Objects** and accordingly Memorandum of Association will no longer carry other objects.

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be renamed and read as under:

Clause III (A) - The objects to be pursued by the Company on its incorporation are:

Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** the words 'Companies Act, 1956' be substituted with the words 'Companies Act, 2013' whenever appears in the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** under the sub-clause 10 of Clause III (B) of the Memorandum of Association of the Company, the words 'Section 58A of' be deleted after the words 'provisions of' and before the words 'the Companies Act'.

**RESOLVED FURTHER THAT** under the sub-clause 12 of Clause III (B) of the Memorandum of Association of the Company, the words 'Section 370 and 372 of' be deleted after the words 'provisions contained in' and before the words 'the Companies Act'."

**NOTES:**

- (a) **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a Poll instead of himself/herself and such proxy need not be a member of the Company. A Proxy to be effective must be duly completed and deposited at the registered office of the Company not less than forty-eight hours before the time of commencement of the AGM. A Proxy Form is annexed to this Annual Report.**

**As per Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a Proxy on behalf of members not exceeding fifty and holding in aggregate, not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such proxy shall not act as a proxy for any other person or Member.**

Corporate members and other incorporated bodies members inter alia Trust, HUF, etc intending to send their authorized representative to attend the meeting are requested to bring along with them, a certified true copy of resolution of the Board of Directors or its committee thereof/ power of attorney, authorizing such person to attend and vote on its behalf at the meeting.

- (b) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 12<sup>th</sup> September, 2018 to Tuesday, 18<sup>th</sup> September, 2018 (both days inclusive) for the purpose of the AGM of the Company.
- (c) Members are requested to:
- (i) Intimate to the Company's Registrar & Share Transfer Agent (R&TA), "Bigshare Services Pvt. Ltd.", 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai- 400059, Maharashtra, India or their Depository Participants ("DPs"), for changes, if any, in their registered addresses at an early date;
  - (ii) To Quote their Registered Folio Numbers and/or DP Identity and Client Identity number in their correspondence;
  - (iii) To bring their own copy of Annual Report and the Attendance Slip at the meeting as an austerity measure. Copies of Annual Report will not be distributed at the AGM.
  - (iv) To register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company, those who have not registered their e-mail addresses yet.
  - (v) To bring their folio number/demat account number/DP-ID-Client ID to enable us to register their attendance and affix their signature at the space provided on the attendance slip annexed and hand over the slip at the entrance of the meeting hall.
- (d) Only bonafide members of Company whose names appear on the Register of members, or Proxy holders in possession of valid attendance slips duly filled and signed, will be permitted to attend the AGM. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

- (e) In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
- (f) Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company by submitting duly filed Form No. SH-13.
- (g) Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
- (h) Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent "Bigshare Services Pvt. Ltd.", 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059, Maharashtra, India.
- (i) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
- (j) In terms of SEBI Gazette notification **SEBI/LAD-NRO/GN/2018/24** dated June 08, 2018, listed securities in physical form will not be transferred (except in case of transmission or transposition of securities) with effect from 5<sup>th</sup> December, 2018.
- Hence in your interest, it is advised to get physical shares converted into Demat form at the earliest.
- (k) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
- The change in the residential status on return to India for permanent settlement.
  - The particulars of the NRE account with a Bank in India, if not furnished earlier.
- (l) In case of any queries regarding the Annual Report, members may write to [info@lordsishwar.com](mailto:info@lordsishwar.com) to receive an email response. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least ten days prior to this meeting so that the required information can be made available at the Meeting.
- (m) The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 a.m. to 01.00 p.m. on all working days except on holidays. The said Register will also be available at the AGM.
- (n) The ministry of Corporate Affairs vide Notification dated May 7, 2018, has done away with the requirement of seeking ratification of appointment of Auditors by members of the Company at their every AGM. Accordingly, no resolution is being proposed by the Board of Director for ratification of appointment of Statutory Auditors, "M/s K. K. Haryani & Co., Chartered Accountants (Firm Registration No.121950), Bharuch, Gujarat", which was appointed by the members of the Company in their 31<sup>st</sup> AGM held on 12<sup>th</sup> September, 2017 to hold the office for a period of 5 years from the conclusion of 31<sup>st</sup> AGM till the conclusion of the 36<sup>th</sup> AGM of the Company.
- (o) The Company has provided a facility to Members to exercise their right to vote by electronic means (remote e-voting). The process and manner for re-mote e-voting are given in "Two Steps" in this Notice.
- (p) The members, whose names appear in the Register of members/list of beneficial owners as on Tuesday, 11<sup>th</sup> September, 2018, i.e. the cut-off date taken by the Company, are eligible to vote through electronic means by remote e-voting from place other than the AGM venue or through Ballot paper at the venue of AGM.
- (q) Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of the notice and up to the cut-off date i.e. 11<sup>th</sup> September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

- (r) The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut-off date i.e. 11<sup>th</sup> September, 2018.
- (s) The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company /Depositories, unless any member has requested for a physical copy of the same. Physical copies of Annual Report are being sent, to members who have not registered their e-mail address, by the permitted mode. Members may please note that this Notice along with Annual Report 2017-18 will also be available on the Company's website [www.lordsishwar.com](http://www.lordsishwar.com). Members can download it from this website address also.
- (t) As per Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the particulars of Director(s) seeking appointment and re-appointment at the meeting are annexed herewith.
- (u) The Board of Directors has appointed Mr. Manish R. Patel, Company Secretary in practice (Certificate of Practice No. 9360) as the Scrutinizer, for scrutinizing the voting & remote e-voting process in a fair & transparent manner.
- (v) **Voting through Electronic Means (i.e. remote e-voting):**
- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his/her voting right by remote e-voting in respect of the resolutions mentioned in this notice.
  - (ii) The Company is providing remote e-voting facility to its members (holding shares in physical form or in dematerialized form) to enable them to cast their votes electronically from place other than the AGM venue. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facilities to the members of the Company.
  - (iii) The remote e-voting period commences on 15<sup>th</sup> September, 2018 at 09.00 a.m. and ends on 17<sup>th</sup> September, 2018 at 05.00 p.m.
  - (iv) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - (v) Members are requested to read the instruction for e-voting carefully before casting their vote.
  - (vi) The remote e-voting facility will be available during the above period mentioned after which the portal will be blocked and shall not be available for e-voting.
  - (vii) The process and manner for remote e-voting consists of following "Two Steps" as given below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 are mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID\*details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**\* User ID and Password are provided in the Attendance Slip.**

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is given on the Attendance Slip with this Annual Report.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.



2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of **Lords Ishwar Hotels Limited** to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General instructions to shareholders:**

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmanishpatel@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request by email at evoting@nsdl.co.in.
- (d) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper/Polling Paper for all those members who are present at the AGM except those who have cast their votes by availing the remote e-voting facility.
- (e) The Scrutinizer shall, immediately after the conclusion of voting at the AGM will count the votes cast at the meeting & after unlocking the votes in presence of at least two (2) witnesses not in the employment of the Company, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him shall declare the result of the voting forthwith within forty eight hours of the conclusion of the AGM.
- (f) The Results declared along with the consolidated Scrutinizer's report shall be placed on the Company's website www.lordsishwar.com and will be forwarded to the NSDL & BSE Ltd for its placing on their websites. The Results shall also be displayed on the Notice Board at the Registered Office of the Company for at least three days.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.3:**

On the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company in its meeting held on 12<sup>th</sup> February, 2018 has, subject to the approval of members, appointed Mrs. Sangita P. Bansal (DIN: 01571275) as Managing Director of the Company for a period of Three (3) years commencing from 13.02.2018.

No Salary, perquisites and Allowances, Remuneration based on net profits or reimbursement of expenses shall be paid to Mrs. Sangita P. Bansal. The General terms of the re-appointment are as under:

- (i) The Managing Director will perform her duties as such with regard to all work of the Company and she will manage to attend such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.

- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Business Conduct and ethics for Directors and Key Managerial Personnel.
- (iv) Mrs. Sangita P. Bansal satisfies all the conditions set out under Section 196 and Schedule V of the Act. She is not disqualified from being appointed as Director in terms of Section 164 of The Act.

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mrs. Sangita P. Bansal as Managing Director of the Company.

Relevant documents relating to her appointment as Managing Director of the Company shall be available for inspection at the Registered Office of the Company during the business hours except on holidays, up to and including the date of the AGM.

In terms of Secretarial Standard-2 on General Meetings, her details are annexed herewith.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Pushpendra R. Bansal and Mrs. Sangita Bansal are considered to be interested or concerned in the above resolution.

#### **ITEM NO. 4**

The Companies Act, 2013 has prescribed a new format of Memorandum of Association ("MOA") for Company limited by shares. Accordingly, with a view to align existing MOA of the Company with Table A of Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter MOA of the Company by deleting Clause III (C) – Other Objects and also to rename the Clause III (A), III (B) and Clause IV of the Memorandum of Association.

The words "Companies Act, 1956" in the existing Memorandum of Association is substituted with the words "Companies Act, 2013" wherever required under the applicable provisions. Under the sub-clause 10 of Clause III (B) of the Memorandum of Association of the Company, the words 'Section 58A of' be deleted after the words 'provisions of' and before the words "the Companies Act" and under the sub-clause 12 of Clause III (B) of the Memorandum of Association of the Company, the words 'Section 370 and 372 of' be deleted after the words 'provisions of' and before the words 'the Companies Act'.

The draft copy of the proposed Altered Memorandum of Association of the Company (aligned with the Companies Act, 2013) shall be available for inspection at the Registered Office of the Company during the business hours except on holidays up to and including the date of the AGM.

Accordingly, your Directors recommend the Special Resolution mentioned in Item no. 4 for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at Item no. 4 of the notice except to the extent of their shareholding in the Company.

Place: Baroda  
Date : 9<sup>th</sup> August, 2018

By Order of the Board of Directors  
**LORDS ISHWAR HOTELS LIMITED**

#### **Registered Office:**

Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda, Gujarat – 390 002  
CIN: L55100GJ1985PLC008264

**RANJIT KUMAR SINGH**  
Company Secretary  
Membership No. A24381

**Details of Directors seeking appointment/re-appointment at the forthcoming AGM of the Company**  
[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mehinder Sharma	Sangita P. Bansal
DIN	00036252	01571275
Date of Birth (Age)	04/02/1959 (59 years)	13/12/1963 (54 years)
Date of appointment	30/04/2007	08/09/2014
Experience and expertise/ brief Resume	Mr. Mehinder Sharma is a civil engineer and MBA by profession. He has one of the leading civil contractual firms of India. He has more than 3 decades of enriched and varied experience in the field of construction, real estate, infrastructure development, housing and industrial projects. After his education, he joined his family business and till date has executed large industrial and commercial projects all over India including in the manufacturing and exporting of frozen fruits and vegetables. He has decided to diversify in the hospitality trade at various places. Mr. Sharma, with his dynamic vision, is a great guiding force in the Company.	Mrs. Sangita P. Bansal possesses Master Degree in Philosophy (History) and has more than two decades of enriched and varied experience in the field of Hotel industries. She serves the Company by providing her creative ideas which helps in improving weak spheres of business.
Qualification:	MBA	M.Phil
Shareholding in Company	NIL	12,50,650 Equity shares
Directorship in other entities as on 31.03.2018	<ol style="list-style-type: none"> <li>1. ANS Industries Ltd</li> <li>2. Ans Constructions Private Ltd</li> <li>3. Sharma Farms Pvt. Ltd</li> <li>4. Ans Infrastructure Pvt. Ltd</li> <li>5. Agile Developers Pvt. Ltd</li> <li>6. Amruth Biological And Clinical Service Pvt. Ltd</li> <li>7. Banke Bihari Properties Pvt. Ltd</li> <li>8. Shambunath Properties Pvt. Ltd</li> <li>9. Om Namah Shivay Estates Pvt. Ltd</li> <li>10. M Tech Developers Pvt. Ltd</li> <li>11. Connoisseur Developers Pvt. Ltd</li> <li>12. Omkareshwar Developers Pvt. Ltd</li> <li>13. M -Tech Township And Projects Pvt. Ltd</li> <li>14. Lords Inn Hotels And Developers Ltd</li> <li>15. Ans Autozone Pvt. Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. HS India Ltd</li> <li>2. SSSP Consultant and Techno Services Limited</li> <li>3. Lords Institute of Management Pvt. Ltd.</li> <li>4. P. R. Bansal Salt Industries Pvt. Ltd.</li> <li>5. Sahyaadri Health Tourism Pvt. Ltd.</li> <li>6. Lords Inn Hotels and Developers Ltd.</li> </ol>
Membership of Committee in other Public Ltd entities as on 31.03.2018	NIL	NIL
No. of Board Meeting attended during the year	Four (4) out of Six (6)	Six (6) out of Six (6)
Nature of appointment	Director liable to retire by rotation	Managing Director with effect from 13.02.2018
Remuneration payable	NIL	NIL
Relationships between directors inter-se	None	None

**DIRECTORS' REPORT**

To,  
The Members,

Your Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report of your Company together with the Audited Financial Statements and Auditors' Report for the year ended 31<sup>st</sup> March, 2018.

**FINANCIAL HIGHLIGHTS :**

(In ₹)

Particulars	2017-2018	2016-2017
Total Revenue	70,035,020	56,567,125
Net Profit/(Loss) Before Tax	1,070,539	(1,190,971)
Less: Current Tax	-	-
Deferred Tax	3,069,957	-
Net Profit/(Loss) after Tax	(1,999,418)	(1,190,971)

**OPERATIONS:**

The total revenue of your company for the current year increased to Rs. 70,035,020/- as against of Rs. 56,567,125/- in the previous year. A net loss after tax of Rs. 1,999,418/- for the year 2017-18 has been accounted as against of net loss after tax of Rs. 1,190,971/- in the previous year.

**DIVIDEND:**

In view of the carried forward losses, your Directors regret their inability to recommend any Dividend for the year under review.

**TRANSFER TO RESERVES:**

During the year under review, no amount is proposed to transfer to any reserves.

**PUBLIC DEPOSITS:**

During the year, your Company has not invited or accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**SIGNIFICANT AND MATERIAL ORDERS, IF ANY:**

No significant and material orders were passed by the Regulators or courts or Tribunal impacting the going concern status and Company's operation in future.

**MATERIAL CHANGES & COMMITMENTS:**

There is no material change & commitment in the business operations of the Company for the financial year ended 31<sup>st</sup> March, 2018. There is no material change & commitment affecting the financial positions of the Company between the end of financial year ended 31<sup>st</sup> March 2018 and the date of this report.

**CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of business of the Company.

**FIRST-TIME ADOPTION OF IND AS:**

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from 1<sup>st</sup> April, 2017. The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements for the year ended 31<sup>st</sup> March, 2018, be applied retrospectively and consistently for all financial years presented.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31<sup>st</sup> March, 2018, together with the comparative period data as at and for the year ended 31<sup>st</sup> March, 2017. In preparing these

financial statements, the Company's opening balance sheet was prepared as at 1st April, 2016, the Company's date of transition to IndAS.

**BOARD MEETINGS:**

During the financial year under review, Six (6) Board Meetings were duly held. The detail information of meetings is being furnished under "Corporate Governance Report" forming part of this Annual Report. The maximum interval between any two consecutive meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

**POSTAL BALLOT:**

During the year, Resolutions were passed through Postal Ballot on 26<sup>th</sup> May, 2017. Details are given in the "Corporate Governance Report" forming part of this Annual Report.

**AUDIT COMMITTEE:**

The Board has duly constituted the Audit Committee under the Chairmanship of Mr. Amit Garg. The details are being furnished under "Corporate Governance Report" forming part of this Annual Report.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:**

As required under Schedule IV of Companies Act, 2013 and Regulation 25(7) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company regularly familiarizes its Independent Directors with their roles, rights, responsibilities, any new happening in the hotel business, amendments to the applicable laws etc. The detail of familiarization program is posted on the Company's website [www.lordsishwar.com](http://www.lordsishwar.com).

**DIRECTORS:**

As on 31<sup>st</sup> March, 2018, your Company had Five (5) Directors, which include Three (3) Independent Directors, one (1) Non-Executive Director and one (1) Executive Director.

Mrs. Sangita Bansal was re-appointed as Director in the last Annual General Meeting of the Company held on 12.09.2017.

Mr. Manish Shah was appointed as Regular Independent Director in the last Annual General Meeting of the Company held on 12.09.2017.

Mr. Pushpendra Bansal had been ceased off from Directorship including the position of Managing Director of the Company w.e.f. 28/09/2017 due to resignation.

Mr. Mehinder Sharma, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his reappointment.

Mrs. Sangita Bansal was appointed as Managing Director of the Company in the Board Meeting held on 12.02.2018 w.e.f. 13.02.2018 for a period of Three (3) years subject to the approval of the shareholders of the Company. The Board recommends the Ordinary Resolution for your approval.

As per Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, the particulars of the Directors seeking appointment / re-appointment at the forthcoming AGM of the Company are given in the Annexure to the Notice convening the 32<sup>nd</sup> Annual General Meeting.

**KEY MANAGERIAL PERSONNEL (KMPs):**

Mrs. Sangita P. Bansal has been appointed as Managing Director of the Company due to vacancy of such position on resignation of Mr. Pushpendra Bansal from Directorship and position of Managing Director of the Company. Mr. Ajay Pawar has been appointed as Chief Financial Officer of the Company in the Board Meeting held on 12.02.2018 w.e.f. 13.02.2018 in

place of Mrs. Sangita Bansal. Mr. Ranjit Kumar Singh is the Company Secretary and thus the Company has all KMPs as per the provisions of Section 203 of Companies Act, 2013.

#### **REMUNERATION POLICY:**

As required under Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Section 134(3)(e), a policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 has been disclosed in the Corporate Governance Report.

#### **BOARD EVALUATION:**

Evaluation of all Board members is done annually. The evaluation is done by the Board, Nomination & Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and individual Directors.

Criteria for evaluation of Board as a whole includes frequency, length, transparency, flow of information, administration and disclosure of Board meeting held.

Individual Director can be evaluated on the basis of their ability to contribute good governance practices, to address top management issues, long term strategic planning, individually time spent, attendance & membership in other committees, core competencies and obligation & fiduciary responsibilities etc.

#### **BOARD DIVERSITY:**

A diverse Board enables efficient functioning through differences in perspective and skill, and also fosters differentiated thought process at the back of varied industrial and management expertise, gender and knowledge. The board recognizes the importance of diverse composition and has adopted a Board Diversity Policy which sets out the approach to diversity. The Board Diversity Policy is available on our website [www.lordsishwar.com](http://www.lordsishwar.com).

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, your Board of Directors hereby confirms that:

- (i) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2018, the applicable accounting standards have been followed and there are no material departures;
- (ii) appropriate accounting policies selected and applied are consistent and the judgments and estimates made 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 31<sup>st</sup> March, 2018 and of the loss of the Company for that period;
- (iii) proper and sufficient care has been taken 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;
- (iv) the accounts for the financial year ended 31<sup>st</sup> March, 2018 have been prepared on a 'going concern' basis;
- (v) the company has an internal financial Control System commensurate with the size, scale and complexity of its operations and that such internal financial controls are adequate and operating effectively; and
- (vi) we had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS:**

During the Year 2017-18, no Loan, Guarantee or Investment covered under Section 186 of the Companies Act, 2013 had been made by the Company. However details of Investments are provided in Note No. 4 of the Financial Statement.

#### **RELATED PARTY TRANSACTIONS:**

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business

and on an arm's length basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by Audit Committee and Board of Directors.

In line with the requirements of the Companies Act, 2013 read with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, your Company has adopted a Related Party Transactions Policy which is placed on its website [www.lordsishwar.com](http://www.lordsishwar.com).

During the year, your Company has entered into material contracts/arrangements/transactions and the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is annexed as **Annexure -1**.

#### **SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY:**

No Company has become or ceased to be its Subsidiary, Joint Ventures or Associate Company during the year 2017-18 hence no disclosure of financial information of subsidiary/joint venture or Associate Company is applicable to your Company.

#### **SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

During the year, no written complaint has been received by the Company pursuant to sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **REPORT ON CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY AND FOREIGN EXCHANGE EARNING AND OUTGO:**

In accordance with the requirement of section 134(3) (m) of the Companies act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, your Directors furnish hereunder the additional information as required:

##### **A. Conservation of Energy:**

Your Company has made all possible measures to monitor Power consumption closely on daily basis so as to reduce wastage and cost of energy. Measures include replacement of compact fluorescent lights with low power consuming LED lights, replacement of Air conditioning system.

The Company is using Natural Gas through pipelines instead of LPG Cylinders in the Kitchen and other operational areas which reduces overall the energy cost. During the year, your Company does not have any capital investment on energy conservation equipment.

##### **B. Technology Absorption:**

The Company continues to absorb and upgrade modern technology and advanced technique in various guest contact areas like Wi-Fi internet connectivity in your hotel. However your Company has not obtained any specific technology from outside India which needs to be absorbed. Your Company has not undertaken any research & development activity.

##### **C. Foreign Exchange Earning and Outgo:**

The information relating to the foreign exchange earnings and outgo are given in the Notes to the financial statements for the year ended 31<sup>st</sup> March, 2018.

#### **RISK MANAGEMENT POLICY:**

Although not mandatory, the Company has developed and adopted a Risk Management Policy as a measure of good governance. The details of its Committee are set out in the Corporate Governance Report.

The Policy identifies all perceived risks which might impact the operations of the Company. Risks are assessed department wise such as financial risks, accounting risks etc. The Company is taking appropriate measures to achieve proper balance between risk & reward.

#### **CORPORATE SOCIAL RESPONSIBILITY:**

Provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 are not applicable to our Company.



**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

In terms of Regulation 22 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Company has adopted a vigil mechanism for its directors & employees to report their genuine concerns/grievances. The mechanism also provides for adequate safeguards against victimization of person who use such mechanism and makes provisions for direct access to the Audit Committee chairman. The details of the mechanism are posted on the Company's website [www.lordsishwar.com](http://www.lordsishwar.com).

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report as required under Regulation 34 (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided as **Annexure-2** herewith forming part of this Annual Report.

**MAINTENANCE OF COST RECORDS:**

Your Company is not required to maintain cost records as specified under Section 148 (1) of the Companies Act, 2013.

**CORPORATE GOVERNANCE:**

In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, specified disclosures with all material aspects & a Corporate Governance Report is annexed as **Annexure-3**, forms an integral part of this Report.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE:**

The table containing the names and other particulars of ratio of Directors' Remuneration to Median Employee's Remuneration in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure-4**.

No employee comes under the specified remuneration limit mentioned under Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**EXTRACT OF ANNUAL RETURN:**

As per amended Section 92(3) of the Companies Act, 2013, an extract of the Annual Return in Form MGT-9 of the Companies (Management and Administration) Rules, 2014 is placed on the website of the Company [www.lordsishwar.com](http://www.lordsishwar.com). The same is also annexed as **Annexure-5** forming part of this Report.

**LISTING ON STOCK EXCHANGE:**

The Company's shares are listed with the BSE Limited and the Company has paid the necessary listing fees for the Financial Year 2018-19.

**STATUTORY AUDITORS:**

M/s. K. K. Haryani & Co, Chartered Accountants (Firm Reg. No-121950W), was appointed as Statutory Auditors in 31<sup>st</sup> AGM of the Company for a period of Five (5) years up to the conclusion of the 36<sup>th</sup> AGM of the Company.

The Auditors' Report is unqualified. The notes to the accounts referred to in the Auditor's Report are self explanatory and do not call for any further clarification under Section 134 of the Companies Act, 2013.

**SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules thereon, your Company has appointed Mr. Manish R. Patel, Practicing Company Secretary (COP No. 9360), to conduct the Secretarial Audit of the Company for the financial year 2017-18. Such Report in the prescribed Form MR-3 is annexed as **Annexure-6** hereto and forms a part of this report. The Report does not contain any qualification, reservation or adverse remarks.

**INTERNAL AUDITORS:**

M/s J. Bhavsar & Co., Chartered Accountants, Internal Auditors of the Company has conducted periodic audit of all operations of the Company. The Audit Committee of the Board of Directors has reviewed the findings of Internal Auditors regularly.



**INTERNAL FINANCIAL CONTROL SYSTEMS & THEIR ADEQUACY:**

The Company has an internal financial control system, commensurate with the size, scale and complexity of its operation to ensure proper recording of financial and operational information & compliance of various internal controls & other regulatory and statutory compliance. The scope and authority of the internal audit function is well defined in the organization. To maintain its objectivity & independence, internal audit function is laid before the Audit Committee of the Board. Based on the report of the internal audit & Audit committee observation, corrective actions are undertaken by the respective departments and thereby strengthen the controls.

During the year under review, no material or serious observation has been received from Internal Auditors of the Company for inefficiency or inadequacy of such controls.

**INDUSTRIAL RELATIONS:**

During the period, the relations with all employees of the Company were cordial and a congenial atmosphere prevailed. Your Directors place on record their appreciation for the devoted services rendered by the employees of the Company.

**ACKNOWLEDGMENTS:**

Your Directors wish to place on record their sincere thanks to the valued guests, suppliers and the Financial Institution for their support, co-operation and guidance.

Your Directors take the opportunity to express their sincere thanks to all the investors, shareholders and stakeholders for their continued confidence in the company.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, contributing in Management & delivering a sound performance.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Baroda

Date: 9<sup>th</sup> August, 2018

**Registered Office:**

Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda, Gujarat – 390 002  
CIN: L55100GJ1985PLC008264

**SANGITA BANSAL**  
Managing Director  
DIN: 01571275

**AMIT GARG**  
Director  
DIN: 00537267

## Form No. AOC-2

Annexure – 1

[Pursuant to the Clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contract/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in to during the year ended 31<sup>st</sup> March, 2018, which were not arm's length basis.

**2. Details of material contracts or arrangements or transactions at arm's length basis:**

Sr. No.	Name of Related Party and Nature of Relationship	Nature of Contract/ arrangements / transactions	Duration of contracts / arrangements / transactions	Salient terms of the Contracts or arrangements or transactions including the value, if any:	Date of approval by the Board of Directors	Amount paid as advances, if any.
1.	Sai Ram Krupa Hotels Private Limited being a Group Company.	Sale of Foreign Liquors as per Related Party Transaction policy of the Company.	From financial year 2017-18 and onwards.	In the ordinary Course of business and at arm's length basis and transactions value of Rupees Four Crore in each financial Year.	10/04/2017	Nil
2.	H S India Limited being a Group Company.	Sale of Foreign Liquors as per Related Party Transaction policy of the Company.	From financial year 2017-18 and onwards.	In the ordinary Course of business and at arm's length basis and transactions value of Rs. 1.90 Crore in each financial Year.	10/04/2017	Nil

**Note:** Appropriate approval has been taken in Audit Committee Meeting of the Company. The Company has taken Shareholders approval through Postal Ballot Notice dated 10<sup>th</sup> April, 2017 for material related party transactions. Details of all related part transactions have been disclosed in Notes to the Financial Statements for the year ended on 31<sup>st</sup> March, 2018.

For and on behalf of the Board of Directors

Place: Baroda  
Date: 9<sup>th</sup> August, 2018

**Registered Office:**

Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda, Gujarat – 390 002  
CIN: L55100GJ1985PLC008264

**SANGITA BANSAL**  
Managing Director  
DIN: 01571275

**AMIT GARG**  
Director  
DIN: 00537267

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Annexure - 2****INDIAN ECONOMY:**

The Indian economy has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is expected to grow 7.3 per cent in 2018-19.

The most significant reform was introduction of Goods and Service Tax w.e.f 1.7.2017. This single measure has integrated the Country's economy. India's GDP at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the CSO. Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

India has retained its position as the third largest start-up base in the world with over 4,750 technology start-ups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's foreign exchange reserves were US\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

**INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country. India's Foreign Exchange Earnings (FEEs) increased by 17.6 per cent year-on-year in January 2018 over January 2017.

The tourism and hospitality sector is among the top 10 sectors in India to attract the highest Foreign Direct Investment (FDI). During the period April 2000-December 2017, the hotel and tourism sector attracted around US\$ 10.90 billion of FDI, according to the data released by Department of Industrial Policy and Promotion (DIPP).

India is a large market for travel and tourism. It offers a diverse portfolio of niche tourism products - cruises, adventure, medical, wellness, sports, MICE, eco-tourism, film, rural and religious tourism. India has been recognized as a destination for spiritual tourism for domestic and international tourists.

Total contribution by travel and tourism sector to India's GDP is expected to increase from Rs. 15.24 trillion in 2017 to Rs. 32.05 trillion in 2028. Travel and tourism is the third largest foreign exchange earner for India. In February 2018, the country earned foreign exchange of around US\$ 2.706 billion, from the tourism sector.

- In Calendar Year 2017, foreign tourist arrival in India stood at 10.177 million and reached 2.12 million in Calendar Year 2018 (up to February).
- Foreign tourist arrivals into the country is forecast to increase at a CAGR of 7.1 per cent during 2005–25
- The number of Foreign Tourist Arrivals (FTAs) in February 2018 was 1.05 million as compared to FTAs of 0.956 million in February 2017 and 0.849 million in February 2016.
- The growth rate in FTAs in February 2018 over February 2017 was 10.1 per cent.
- The Government of India has set a target of 20 million foreign tourist arrivals (FTAs) by 2020 and double the foreign exchange earnings as well.
- The Government of India is working to achieve 1 per cent share in world's international tourist arrivals by 2020 and 2 per cent share by 2025

**Market Size:**

- As per Ministry of Tourism, Foreign Tourist Arrivals (FTAs) increased 8.4 per cent year on year and the number of FTAs on E-visa facility increased 58.5 per cent to 2.40 lakh foreign tourist.

- India is expected a target of 20 million FTAs by 2020 and double the Foreign Exchange earnings as well.
- India ranked 7<sup>th</sup> among 184 countries in terms of travel & tourism's total contribution to GDP in 2017. In India, the sector's direct contribution to GDP is expected to grow by 7.9 per cent per annum during coming ten years.

**Government initiatives:**

The Indian Government has realized the country's potential in the tourism industry and has taken several steps to make India a global tourism hub.

Under Budget 2018-19, the government allotted Rs 1,250 crore (US\$193.08 million) for Integrated development of tourist circuits under Swadesh Darshan and Pilgrimage Rejuvenation and Spiritual Augmentation Drive (PRASAD).

Incredible India 2.0 campaign was launched in September 2017. The Government of India is working to achieve 1 per cent share in world's international tourist arrivals by 2020 and 2 per cent share by 2025.

The Government has also been making serious efforts to boost investments in tourism sector. In the hotel and tourism sector, 100 per cent FDI is allowed through the automatic route. A five-year tax holiday has been offered for 2, 3 and 4 star category hotels located around UNESCO World Heritage sites (except Delhi and Mumbai).

The Government recent decision, to levy Goods and Service Tax on the transaction value rather than the declared/Published tariff for the Hotel Rooms, will boost the hotel occupancy rate during the coming seasons and will generate more revenue.

**OPPORTUNITIES, THREATS, RISKS AND CONCERNS:**

India's size and massive natural, geographic, cultural and artistic diversity offers enormous opportunities for the travel and tourism industry. The promotion and aggressive marketing measures undertaken by the government is expected to aid influx of tourists. The industry would also benefit from introduction of new forms of tourism and development of niche segments.

Your Company is in well position to take advantage of the following situations:

- Healthy economy having positive support of Tourism Sector.
- Well framed State & Central Government policies to attract tourists.
- Proximity to Airport, Railway & Bus station.
- Healthy Competition in the city.
- Extending the product portfolio by offering various types of facilities.
- Demand between the national and the inbound tourists can be easily managed due to difference in the period of holidays.

Growth in hotel supply in recent times has outstripped demand in a number of Indian cities. Escalating land prices, increasing energy costs, depleting water levels and a scarcity of trained manpower are challenges that will need to be addressed and overcome. High tax structures under new Tax regime "GST" appear to affect the revenues of the Hotels. Lack of trained men power is also a threat for the hotel industry.

However, your Company is taking all efforts for ensuring its service standards by timely renovating and repositioning its property and has adopted various measures to mitigate the risks. Men power is sufficiently equipped with practical knowledge and also trained time to time about the new developments and happenings in the hotel industries.

**SEGMENT WISE PERFORMANCE:**

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

**OUTLOOK:**

Travel & tourism's contribution to capital investment is projected to grow 6.3 per cent per annum during the coming ten years, higher than the global average of 4.5 per cent.

With a rise in online competition, popular models have come up with online travel agents (OTAs) offering a single marketplace for all travel-related needs. There are also seen Meta search engines like Trip Advisor that operate like travel discovery platform. Further, online accommodation reservation services are gaining popularity. Apart from this, branded hotels are seen operating direct bookings through their websites.

Your Company continues to believe that the long-term prospects for the travel and tourism industry in India are attractive. India's economic outlook looks well subject to monsoon. Your Directors look forward to the future with confidence.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

**RISK MANAGEMENT SYSTEMS:**

The Company has a Risk Management Committee comprising of Managing Director and other Directors of the Company. The Risk Management Committee identifies potential risks associated with the Company's business and assigns responsibility to various Risk Owners who are responsible for monitoring and addressing the risks with commensurate mitigating plans.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:****Sales & Other Income**

The total Revenue during the year under review was Rs. 700.35 Lac as against Rs. 565.67 Lac during previous Financial Year.

**Profit/ (Loss) after Tax**

Your Company has registered Profit after Tax of Rs. (19.99) Lac as against Rs. (11.91) Lac during previous Financial Year.

During the year ended 31st March, 2018, your Company achieved occupancy rate of about 65% and the Average room rate of about Rs.2,200/-.

**HUMAN RESOURCES & ITS DEVELOPMENTS:**

Smooth Industrial Relations and effective Human Resource Management are the key factors contributing towards success in the industry. As our company is part of the hospitality industry the importance of efficient and motivated human resources helps in achieving complete customer satisfaction, which in turn has direct impact on the brand image and turnover of the company. The Company enjoys harmonious relationship with its employees. The company recognizes the importance of human values and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The senior management team consists of experienced professionals with diverse skills. The manpower employed in your Company, as on 31st March, 2018, was 65 employees.

**CAUTIONARY STATEMENT:**

The Statements in the 'Management Discussion and Analysis Report' with regard to projections, estimates and expectations have been made in good faith. The achievement of results is subject to risks, uncertainties and even less than accurate assumptions. Market data and information are gathered from various published and unpublished reports; their accuracy, reliability and completeness cannot be assured.

**CORPORATE GOVERNANCE REPORT**

[Pursuant to Part-C of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**1. COMPANY'S PHILOSOPHY:**

Your Company strongly believes in adopting and adhering to good Corporate Governance practices. Company's philosophy of Corporate Governance is to ensure that:

- (i) the Board and top management of the Company are fully apprised of the affairs of the company that is aimed at assisting them in the efficient conduct of the Company so as to meet Company's obligation to the shareholders;
- (ii) the Board exercises its fiduciary responsibilities towards shareholders and creditors so as to ensure high accountability;
- (iii) all disclosure of information to present and potential investors are maximized;
- (iv) the decision making process in the organization is transparent and are backed by documentary evidence.

The Company has complied with mandatory requirements of the Corporate Governance provisions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**2. BOARD OF DIRECTORS:**

The present strength of the Board of Directors of the Company is 5 (Five), out of which 1 (One) is a Promoter Executive Director, 1 (One) is Promoter Non-Executive Director and 3 (Three) are Independent Non-Executive Directors. The half of the Board is Non- Executive Independent Directors.

**Board Meetings held during the year:**

6 (Six) Board Meetings were held during the financial year 2017-18. The dates on which the said meetings were held, are as follows:

1	10 <sup>th</sup> April, 2017	2	30 <sup>th</sup> May, 2017
3	11 <sup>th</sup> August, 2017	4	6 <sup>th</sup> October, 2017
5	13 <sup>th</sup> December, 2017	6	12 <sup>th</sup> February, 2018

Details of attendance at the Board meetings, Last Annual General Meeting (AGM) and Shareholding of each Director are as follows:

Name	Category	Attendance Particulars		No. of Equity Shares Held as on 31.03.2018
		Board Meeting	Last AGM*	
Mr. Pushpendra Bansal @	Managing Director	3	Yes	2,000
Mrs. Sangita Bansal**	Managing Director	6	Yes	1,250,650
Mr. Mehinder Sharma	Non Executive Promoter Director	4	No	Nil
Mr. Amit Garg	Non Executive Independent Director	6	Yes	Nil
Mr. Virendra Mistry	Non Executive Independent Director	6	Yes	1,500
Mr. Manish Shah #	Non Executive Independent Director	6	Yes	Nil

\* The last AGM of the Company was held on Tuesday, the 12<sup>th</sup> September, 2017.

**No. of other Companies/Committees showing a Director/Committee member/Chairman:**

Name of the Director	No. of Directorship in other public limited company	Committee Membership (other than Lords Ishwar Hotels Ltd.)	No. of Committees in which he is chairman (other than Lords Ishwar Hotels Ltd.)
Mr. Mehinder Sharma	2	--	--
Mrs. Sangita Bansal**	3	--	--
Mr. Amit Garg	1	--	--
Mr. Virendra Mistry	--	--	--
Mr. Manish Shah#	--	--	--

@ Ceased from Directorship including Managing Directorship of the Company w.e.f 28/09/2017.

# Appointed as Regular Independent Director in 31<sup>st</sup> AGM of the Company held on 12.09.2017.

\*\* Appointed as Managing Director (Executive Director) w.e.f. 13/02/2018 in Board Meeting held on 12.02.2018.

In accordance with the Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the number of directorship excludes directorship of Private companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013. Membership /Chairmanship of only Audit Committees and Stakeholder's Relationship Committees of all Public limited Company (excluding Lords Ishwar Hotels Limited) have been considered.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which they are Directors. All the Directors have made necessary disclosures in this regards to the Company. The Non-Executive /Independent Directors did not have any material pecuniary relationship or transactions with the Company during the year 2017-18. Independent Directors are not serving Independents Directors in more than Seven Listed companies as prescribed in Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has a process to provide, inter-alia, the information to the Board as required under Schedule II of Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Corporate Governance.

Mrs. Sangita Bansal is wife of Mr. Pushpendra Bansal. No other Director is related to any other Director of the Company.

**Independent Directors' Meeting:**

As per Clause 7 of Schedule IV of the Companies Act, 2013 read with Regulation 25(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent Directors) was held on 12<sup>th</sup> February, 2018.

All the Independent Directors of the Company were present in the meeting.

**Familiarization Program to Independent Directors:**

As per Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, familiarization program has been carried out by the Company for the Independent Directors, details of which has been posted on Company's website [www.lordsishwar.com](http://www.lordsishwar.com).

**3. AUDIT COMMITTEE:**

The Audit Committee acts as a link between the Management, the statutory and Internal Auditors and the Board of Directors and oversees the financial reporting process.

During the financial year 2017-18, the Audit Committee met 6 (Six) times on 10<sup>th</sup> April, 2017, 30<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 6<sup>th</sup> October, 2017, 13<sup>th</sup> December, 2017 and 12<sup>th</sup> February, 2018. The Committee, at these meetings, along with other business, reviewed the financial reporting system, financial & risk management policies, Related Parties transactions, Management Discussion & Analysis Report, & Audited/ un-audited financial results of the Company.

Composition of the Audit Committee & detail of meetings attended by members are as follows:

Name of Directors	Position	No. of Meetings	
		Held	Attended
Mr. Amit Garg	Chairman	6	6
Mr. Virendra Mistry	Member	6	6
Mr. Manish Shah	Member	6	6

At present, all members of the Audit Committee are Non Executive Independent Directors.

Mr. Amit Garg, Chairman of the Audit Committee has attended the last AGM of the Company.

The Company Secretary acts as the Secretary to the Committee.

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee was framed with the responsibility for determining the remuneration for all executive directors and Key Management Personnel, including any compensation payments, such as retirement benefits or stock options and also to determine principles, criteria and the basis of Remuneration Policy of the company and shall also recommend the appointment/removal of Directors, KMPs & Senior Management of the Company and monitor the level and structure of pay for senior management, i.e. one level below the Board.

During the year 2017-18, Nomination and Remuneration Committee met 4 (Four) times on 10<sup>th</sup> April, 2017, 11<sup>th</sup> August, 2017, 6<sup>th</sup> October, 2017 & 12<sup>th</sup> February, 2018.

The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting	
			Held	Attended
Mr. Amit Garg	Chairman	Non-Executive Independent Director	4	4
Mr. Virendra Mistry	Member	Non-Executive Independent Director	4	4
Mr. Manish Shah	Member	Non-Executive Independent Director	4	4

The Company Secretary acts as the Secretary to this Committee.

#### ➤ Performance Evaluation:

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 (10) of the Listing Regulations, Board has carried out an annual performance evaluation of its own performance, Committees and the Directors individually. The manner in which the evaluation has been carried out, detailed below:

The performance evaluation of the Board as a whole, Chairman and Non Independent Directors was carried out by the Independent Directors. The Independent directors evaluated the parameters viz., level of engagement, duties, responsibilities, performance, obligations and governance safeguarding the interest of the Company. The performance evaluation of Independent directors was carried out by the entire Board.

#### ➤ Remuneration Policy:

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Executive and Non - Executive Directors. This will be then approved by the Board and shareholders. Prior approval of shareholders will be obtained wherever applicable.

Presently Company is not paying any remuneration by way of salary, perquisites and allowances (fixed component) to Managing Director(s) or Whole time Director.

Perquisites and retirement benefits are paid according to the Company policy as applicable to all employees.

Non-Executive Independent Directors are appointed for their professional expertise in their individual capacity as independent



professionals. Independent Non- Executive Directors shall be received sitting fees for at ending the meeting of the Board and Board Committees as may be decided by the Board and/or approved by the Shareholders from time to time.

➤ **Directors, KMPs and Senior Management Personnel:**

The remuneration of Directors, KMPs and senior management largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy; subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

➤ **Remuneration of Directors:**

Presently, the Company is not paying any sitting fees to Non-Executive Directors for attaining meetings of the Board, Audit Committee and other Committees. The Company is also not paying any remuneration to its Managing Director. The Nomination and Remuneration Policy is uploaded on the Company's website [www.lordsishwar.com](http://www.lordsishwar.com).

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Mr. Amit Garg is the Chairman and Mr. Virendra Mistry and Mr. Manish Shah are the members of such Committee.

The brief terms of reference of the Committee include redressing of investors'/shareholders' complaints and requests like transfer of shares, non-receipt of share certificate after transfer, Annual Report, etc.

Mr. Ranjit Kumar Singh, Company Secretary is a Compliance Officer of the Company and regularly interacting with Registrar & Transfer Agent to ensure that the complaints/grievances of the shareholders are attended promptly until the same is/are resolved to the satisfaction of the shareholders.

During the year, Stakeholders Relationship Committee met 4 (Four) times on 30<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 13<sup>th</sup> December, 2017 and 12<sup>th</sup> February, 2018.

The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting	
			Held	Attended
Mr. Amit Garg	Chairman	Non-Executive Independent Director	4	4
Mr. Virendra Mistry	Member	Non-Executive Independent Director	4	4
Mr. Manish Shah	Member	Non-Executive Independent Director	4	4

During the year, the Company has received three complaints, which have been resolved appropriately. None of the investor complaint is lying unresolved at the end of the financial year.

**6. RISK MANAGEMENT COMMITTEE:**

The Company has constituted such Committee, which lays down a vigorous and active process for identification and mitigation of risks. Such Policy is being adopted by the Audit Committee as well as the Board of Directors of the Company.

During the year 2017-18, one such Committee meeting was held on 13<sup>th</sup> December, 2017.

**7. GENERAL BODY MEETINGS:**

**(A) General Meeting:**

- (i) Last three Annual General Meetings held:

AGM for the year ended	Date and Time of AGM	Venue	Special Resolution
2016-2017	12 <sup>th</sup> September, 2017 at 09.30 A.M.	Hotel Marvel Residency, Ajwa Road, Baroda – 39 0019	No
2015-2016	13 <sup>th</sup> September, 2016 at 09.30 A.M.	Hotel Marvel Residency, Ajwa Road, Baroda – 39 0019	No
2014-2015	11 <sup>th</sup> September, 2015 at 09.30 A.M.	Hotel Marvel Residency, Ajwa Road, Baroda – 39 0019	No

(ii) Extra-Ordinary General Meeting:

No Extra-Ordinary General Meeting of the members was held during the year 2017-18.

**(B) Special Resolution passed in the previous three AGMs:**

In 2016-17, No Special Resolution was passed at the AGM.

In 2015-16, No Special Resolution was passed at the AGM.

In 2014-15, No Special Resolution was passed at the AGM:

**(C) Special Resolution through Postal Ballot:**

(i) No Special Resolution was passed through Postal Ballot process in the year 2017-18. Only Ordinary Resolutions were passed through Postal Ballot process. Mr. Manish R. Patel, Practicing Company Secretary was appointed by the Board of Directors to conduct the Postal Ballot exercise.

Salient features of the said Postal Ballot are:

- Dispatch of the Postal Notice, along with the Explanatory Statements & Postal Ballot Form including the Pre-paid Self Addressed Business reply Envelope to the eligible members was completed on 26<sup>th</sup> April, 2017. Such Notice was also sent by email to the members whose email Ids were registered with their DPs or RTA of the Company.
- Voting Rights were reckoned on the paid up value of the shares registered in the name of the members as on 14<sup>th</sup> April, 2017.
- Voting by Postal Ballot commenced on 27<sup>th</sup> April, 2017 & ended on 26<sup>th</sup> May, 2017. E-Voting Commenced at 09.00 a.m. on 27<sup>th</sup> April, 2017 and ended at 05.00 p.m. on 26<sup>th</sup> May, 2017.
- Based on the Scrutinizer's Report, the results of the Postal ballot including e-voting were declared on 27<sup>th</sup> May, 2017 at the Registered office of the Company as well as it gets published in the News papers and also posted on the website of the Company(www.lordsishwar.com).
- In terms of Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Resolutions stated in the Postal Ballot Notice dated 10<sup>th</sup> April, 2017 stands duly approved by the shareholders of the Company with requisite majority.
- Details of Voting Result:

Sr. No.	Brief Particulars of Resolution	Type of Resolution	For	Against	Percentage	
			No. of valid votes polled	No. of valid votes polled	For	Against
1	Approval of Material Related Party Transactions with Sai Ram Krupa Hotels Private Limited.	Ordinary Resolution	90,670	0	100	0
2	Approval of Material Related Party Transactions with H S India Limited.	Ordinary Resolution	90,670	0	100	0
3	Re-appointment of Mr. Pushpendra R. Bansal as Managing Director.	Ordinary Resolution	90,670	0	100	0

(ii) No Special Resolution is proposed to be conducted through Postal Ballot in the ensuing AGM.

## 8. MEANS OF COMMUNICATION:

The Company regularly interacts with shareholders through different means of communication like results announcement, Annual Report, Company's website including email. The quarterly and annual financial results are published in the prescribed format in Financial Express (Gujarati) & in Financial Express (English) leading News papers and the same are being submitted with the Stock Exchanges. These are also being displayed on the website of the Company [www.lordsishwar.com](http://www.lordsishwar.com).

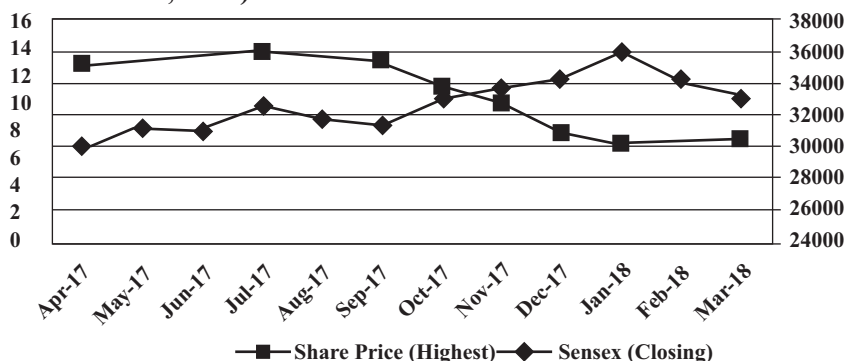
All periodicals compliance like shareholding pattern, Corporate Governance Report, Financial Results etc is also being filed electronically with online portal "BSE Listing Centre".

The Management Discussion & Analysis Report is also appended elsewhere with this Annual Report.

## 9. GENERAL SHAREHOLDER INFORMATION:

i	Annual General Meeting	32 <sup>nd</sup> Annual General Meeting
	Day, Date and Time Venue	Tuesday, 18 <sup>th</sup> September, 2018 at 09.30 a.m. Hotel Marvel Residency, Ajwa Road, Baroda- 390019, Gujarat
ii	Financial Year	1 <sup>st</sup> April 2017 to 31 <sup>st</sup> March, 2018
iii	Dividend Payment Date	No Dividend has been recommended.
iv	Listing on Stock Exchanges	BSE Limited P.J. Towers, Dalal Street, Mumbai – 400 001
	Annual Listing Fee	Duly paid for the financial year 2018-19.
v	BSE Limited – Scrip Code ISIN :	530065 / LORDSHOTL INE689J01013
vi	Market Price Data	BSE Limited
	<b>Month &amp; Year</b>	<b>High ₹</b> <b>Low ₹</b>
	April, 2017	12.75      12.75
	May, 2017	-      -
	June, 2017	-      -
	July, 2017	13.70      13.05
	August, 2017	-      -
	September, 2017	13.02      11.76
	October, 2017	11.18      10.55
	November, 2017	10.05      8.18
	December, 2017	7.78      6.37
	January, 2018	7.02      7.02
	February, 2018	-      -
	March, 2018	7.37      7.37

## vii. Share Price Performance in comparison to BSE SENSEX: (April, 2017 to March, 2018)



**viii. Registrar and Transfer Agents:**

**Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,  
Andher (East), Makwana Road, Marol, Mumbai – 400059 India  
Tel: 022 62638200, Fax: 022 62638299, Email: investor@bigshareonline.com

**ix. Share Transfer System:**

The transfer of shares in physical form is affected by the Registrar and Transfer Agents mentioned as above within the prescribed time period from the date of its receipt subject to the documents being in order and complete in all respects. The Stakeholder Relationship Committee of the Board of Directors observes this transfer system quarterly and takes note of the statement/register of Share transfer received from the Registrar and Transfer Agents.

**x. (a) Distribution of shareholding as on 31<sup>st</sup> March, 2018:**

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	1,280	64.16	3,627,210	4.86
501 – 1000	338	16.94	2,546,860	3.41
1001 - 2000	178	8.92	2,570,610	3.44
2001 - 3000	89	4.46	2,371,070	3.17
3001 - 4000	24	1.20	853,280	1.14
4001 - 5000	19	0.95	909,190	1.22
5001 - 10000	29	1.46	2,309,240	3.09
10001 & Above	38	1.91	59,512,540	79.67
<b>Total</b>	<b>1,995</b>	<b>100.00</b>	<b>7,470,000</b>	<b>100.00</b>
Physical Mode	1,594	79.90	2,509,000	33.59
Electronic Mode	401	20.10	4,961,000	66.41
<b>Total</b>	<b>1,995</b>	<b>100.00</b>	<b>7,470,000</b>	<b>100.00</b>

**x. (b) Categories wise Shareholding as on 31<sup>st</sup> March, 2018:**

Category of Shareholders	No. of Shares held	% of Shareholding
<b>Promoter &amp; Promoter Group (A)</b>		
Indian	3,986,000	53.36
Foreign	NIL	NIL
<b>Sub-Total (A)</b>	<b>3,986,000</b>	<b>53.36</b>
<b>Public Shareholding (B)</b>		
Resident Individuals	2,606,262	34.98
Bodies Corporate	310,236	4.15
Financial Institutions/ Banks/Mutual Funds	261,700	3.50
NRI's/OBC's/Foreign National	297,896	3.99
Director (Non-promoter)	1,500	0.02
<b>Sub-Total (B)</b>	<b>3,484,000</b>	<b>46.64</b>
Shares held by custodians and against which Depository Receipt has been issued (C)	NIL	NIL
<b>GRAND TOTAL(A+B+C)</b>	<b>7,470,000</b>	<b>100.00</b>

- xi. Dematerialization of Shares:** 4,961,000 Equity Shares comprising 66.41% of the issued & Paid up Equity Shares of the Company stand dematerialized & available for trading at BSE Limited as on 31<sup>st</sup> March, 2018.
- xii. Outstanding GDRs/ DRs/Warrants:** As of 31<sup>st</sup> March, 2018, there is no outstanding GDRs/ADRs/Warrants or any Convertible instruments.
- xiii. Hotel Location:** Hotel Revival, Near Sayaji Gardens, Kala Ghoda Chowk, University Road, Baroda – 390 002, Gujarat  
Tel: 0265 2793535/45, Fax: 0265 2792028,  
Email: info@lordsishwar.com, www.lordsishwar.com

**xiv. Address for Correspondence:**

M/s. Bigshare Services Pvt. Ltd. Unit: <b>(Lords Ishwar Hotels Limited)</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andher (E), Mumbai – 400059 E-mail: investor@bigshareonline.com Tel. No. 022- 62638200, Fax No. 022-62638299	The Company Secretary, <b>Lords Ishwar Hotels Ltd.</b> Hotel Revival, Near Sayaji Gardens, Kala Ghoda Chowk, Baroda – 390002, Gujarat Email: info@lordsishwar.com Tel: 0265 2793535/45, Fax: 0265 2792028
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**10. OTHER DISCLOSURES:**

- (a) Disclosures on materially significant related party transactions:** All related party transactions that were entered during the financial year were at an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All related party transactions during the year are in ordinary course of business and on arms length basis and are disclosed in the notes to the accounts forming part of the accounts.

- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by SEBI, ROC, Stock Exchange or any statutory authority, on any matter related to capital markets, during the last 3 financial years:** The Company has complied with the requirements of the Stock Exchanges or SEBI on matters related to Capital Markets, as applicable, during the last three years.

- (c)** Vigil Mechanism/Whistle Blower Policy is uploaded on the Company's website www.lordsishwar.com and during the year under review, no personnel have been denied access to the audit committee.

- (d)** The Company has complied with all mandatory requirements of Corporate Governance under Regulations 34 of the Listing Regulations.

- (e)** Policy on dealing with related party transactions is uploaded on the Company's website www.lordsishwar.com .

- (f) Compliance with mandatory requirements and adoption of the discretionary requirements**

All mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 have been appropriately complied with and the status of non-mandatory requirements is given below:

- i. The financial Statements are free from any Audit Qualification.  
ii. The internal Auditor reports its Report to the Audit Committee.

**11. CODE OF CONDUCT:**

The Board has laid down a code of conduct for Board Members and senior management staff of the Company. The Board Members and senior management staff have affirmed compliance with the said Code of Conduct. A certificate thereon duly signed by the Managing Director - Executive Director of the Company is being annexed in the Annual Report. Code of Conduct is also posted on the Company's website ([www.lordsishwar.com](http://www.lordsishwar.com)).

**12. CERTIFICATE ON CORPORATE GOVERNANCE:**

The Compliance certificate dated 9<sup>th</sup> August, 2018, issued by Mr. Kishor Haryani, K. K Haryani & Co., Chartered Accountants, is being annexed with this Annual Report.

**13. CEO/CFO CERTIFICATION:**

The Board has laid down Annual certification on financial reporting and internal controls signed by the Managing Director & Chief Financial Officer of the Company in terms of Regulation 33(2) (a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and being annexed in the Annual Report.

**14. RECONCILIATION OF SHARE CAPITAL AUDIT:**

It is being carried out every quarter by a practicing Company Secretary and the report is being placed before the Board for its perusal and filed regularly with the Stock Exchanges within the stipulated time period.

**15. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT: Not Applicable**

## RATIO OF DIRECTOR'S REMUNERATION TO MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DISCLOSURE

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18 and ratio of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 are as under:

(Rs. In Lakh)

Sr. No.	Name of Directors/KMP and Designation	Remuneration of Director/ KMP for the financial year 2017-18	% increase in Remuneration in the financial year 2017-18	Ratio of remuneration of each Director to median remuneration of employees
1	Mrs. Sangita Bansal Managing Director	NIL	NIL	NIL
2	Mr. Ajay S. Pawar* Chief Financial Officer	1.07	N.A	N.A
3	Mr. Ranjit Kumar Singh Company Secretary	6.81	9.15%	N.A.

\* Mr. Ajay S. Pawar was appointed w.e.f 13/02/2018, so increase in remuneration is not applicable.

- (ii) The Median Remuneration of employees of the Company for the financial year 2017-18 was Rs. 1.15 Lakh.
- (iii) In the financial year 2017-18, there was an increase of 5.75% in the median remuneration of employees. For this, we have excluded employees who were not eligible for an increment.
- (iv) There were 65 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2018.
- (v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year 2017-18 was 6.38% and there is no managerial remuneration to its Managing Director, so its comparison cannot be made.

- (vi) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company. The Nomination and remuneration Policy is available on the Company's website at [www.lordsishwar.com/investorsrelations/policies](http://www.lordsishwar.com/investorsrelations/policies).

**Form No. MGT-9**

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

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31<sup>st</sup> March, 2018

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	L55100GJ1985PLC008264
ii.	Registration Date	14 <sup>th</sup> November, 1985
iii.	Name of the Company	Lords Ishwar Hotels Limited
iv.	Category	Public Company limited by shares
v.	sub-category of the Company	Indian Non-Government Company
vi.	Address of the Registered office and contact details	Hotel Revival, Near Sayaji Gardens, Kala Ghoda Chowk, University Road, Baroda – 390002 Gujarat Tel: 0265- 2793535/45, Fax No: 0265- 2792028 Email: info@lordsishwar.com Website: www.lordsishwar.com
vii.	Whether listed Company	Yes
viii.	Name, Address and contact details of the Registrar & Transfer Agent, if any	Bigshare Services Pvt. Ltd 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andher (E), Mumbai – 400059 E-mail: investor@bigshareonline.com Tel. No. 022- 62638200, Fax No. 022-62638299

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Room	55101	40.16
2	Restaurant	56101	8.69
3	Wholesale –Wine & Liquor	46308	34.89
4	Retail Sale-Wine & Liquor	47221	6.32
5	Banquets and others	56210	9.94

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:** Not applicable.



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

(i) Category-wise Share Holding:

Category of Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter/ Promoter Group</b>									
<b>1. Indian</b>									
Individuals/ Hindu Undivided Family	1252650	0	1252650	16.77	1252650	0	1252650	16.77	0
Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
Bodies Corporate	2733350	0	2733350	36.59	2733350	0	2733350	36.59	0
Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
Any Others(Specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total(A)(1)</b>	<b>3986000</b>	<b>0</b>	<b>3986000</b>	<b>53.36</b>	<b>3986000</b>	<b>0</b>	<b>3986000</b>	<b>53.36</b>	<b>0</b>
<b>2. Foreign</b>									
Individuals (Non-Residents Individuals/ Bodies Corporate	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Any Others(Specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= A)(1)+(A)(2)</b>	<b>3986000</b>	<b>0</b>	<b>3986000</b>	<b>53.36</b>	<b>3986000</b>	<b>0</b>	<b>3986000</b>	<b>53.36</b>	<b>0</b>
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
Mutual Funds/ UTI	0	260000	260000	3.48	0	260000	260000	3.48	0
Financial Institutions/ Banks	1500	200	1700	0.02	1500	200	1700	0.02	0
Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1)</b>	<b>1500</b>	<b>260200</b>	<b>261700</b>	<b>3.50</b>	<b>1500</b>	<b>260200</b>	<b>261700</b>	<b>3.50</b>	<b>0</b>
<b>2. Non-institutions</b>									
Bodies Corporate	55229	261400	316629	4.24	48836	261400	310236	4.15	(0.09)
Individuals									
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	286108	927300	1213408	16.24	294814	924100	1218914	16.32	0.08

Category of Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	571754	821100	1392854	18.65	572654	821100	1393754	18.66	0.01
Qualified Foreign Investor	0	0	0	0	0	0	0	0.00	0
Clearing member	13	0	13	0	0	0	0	0.00	0
Any Other (Director or Director Relative)	1500	0	1500	0.02	1500	0	1500	0.02	0
Non Resident Indian(NRI)	55696	242200	297896	3.99	55696	242200	297896	3.99	0
<b>Sub-Total (B)(2)</b>	<b>970300</b>	<b>2252000</b>	<b>3222300</b>	<b>43.14</b>	<b>973500</b>	<b>2248800</b>	<b>3222300</b>	<b>43.14</b>	<b>0</b>
Total Public (B)= (B)(1)+(B)(2)	971800	2512200	3484000	46.64	975000	2509000	3484000	46.64	0
<b>TOTAL (A)+(B)</b>	<b>4957800</b>	<b>2512200</b>	<b>7470000</b>	<b>100.00</b>	<b>4961000</b>	<b>2509000</b>	<b>7470000</b>	<b>100.00</b>	<b>0</b>
<b>C. Shares held by Custodians and against which Depository Receipts have been issued</b>									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0	0
<b>Sub-Total (C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>GRAND TOTAL(A+B+C)</b>	<b>4957800</b>	<b>2512200</b>	<b>7470000</b>	<b>100.00</b>	<b>4961000</b>	<b>2509000</b>	<b>7470000</b>	<b>100.00</b>	<b>0</b>

**(ii) Shareholding of Promoters**

Sr. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	SSSP Consultant and Techno Services Ltd	1482600	19.85	0	1482600	19.85	0	0
2	ANS Constructions Pvt. Ltd	1250750	16.74	0	1250750	16.74	0	0
3	Sangeeta P. Bansal	1250650	16.74	0	1250650	16.74	0	0
4	Pushpendra R. Bansal	2000	0.03	0	2000	0.03	0	0
<b>Total</b>		<b>3986000</b>	<b>53.36</b>	<b>0</b>	<b>3986000</b>	<b>53.36</b>	<b>0</b>	<b>0</b>

**(iii) Change in Promoters' Shareholding:**

Sr. No.	Name of the Promoter	Shareholder at the beginning of the year (01-04-2017)		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	SSSP Consultant and Techno Services Ltd	1482600	19.85	--	--	No Change	1482600	19.85
2	ANS Constructions Private Ltd	1250750	16.74	--	--	No Change	1250750	16.74
3	Sangeeta P. Bansal	1250650	16.74	--	--	No Change	1250650	16.74
4	Pushpendra R. Bansal	2000	0.03	--	--	No Change	2000	0.03

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

Sl. No.	Name of Shareholder (For Each of the Top 10 Shareholder)	Shareholder at the beginning of the year (01-04-2017)		Date	Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Stock Holding Corporation of India Ltd	260000	3.48	--	--	No Change	260000	3.48
2	Peter Anthony Pereira	259800	3.48	--	--	--	--	--
				22/12/2017	(50000)	Sale	209800	2.81
				31/03/2018	--	--	209800	2.81
3	Goldmark Enterprise Ltd	134000	1.79	--	--	No Change	134000	1.79
4	Shashi Jatia	118700	1.59	--	--	No Change	118700	1.59
5	Romesh Koul	104100	1.39	--	--	No Change	104100	1.39
6	Crystal Investments Ltd	100000	1.34	--	--	No Change	100000	1.34
7	Pradeep Bhitoria	97400	1.30	--	--	No Change	97400	1.30
8	Sanjeev Jagdish Gupta	95000	1.27	--	--	No Change	95000	1.27
9	Richa Koul	92400	1.24	--	--	No Change	92400	1.24
10	Suman Gupta	91400	1.22	--	--	No Change	91400	1.22

**(v) Shareholding of Directors & Key Managerial Personnel :**

Sr. No.	Shareholding of KMPs and Directors	Shareholding at the beginning of the year (01-04-2017)		Date	Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Mr.Pushpendra R. Bansal (MD#)	2000	0.03	--	--	No Change	2000	0.03
2	Mrs. Sangita P. Bansal (CFO/MD@)	1250650	16.74	--	--	No Change	1250650	16.74
3	Mr. Mehinder Sharma (Director)	0	0.00	--	--	No Change	0	0.00
4	Mr. Virendra Mistry (Director)	1500	0.02	--	--	No Change	1500	0.02
5	Mr. Amit Garg (Director)	0	0.00	--	--	No Change	0	0.00
6	Mr. Manish Shah (Director)	0	0.00	--	--	No Change	0	0.00
7	Mr. Ranjit Kumar Singh (Company Secretary)	0	0.00	--	--	No Change	0	0.00
8	Mr. Ajay S. Pawar* (CFO)	0	0.00	--	--	No Change	0	0.00

# Mr. Pushpendra Bansal has ceased off from Directorship including the position of Managing Director of the Company w.e.f 28/09/2017.

@ Mrs. Sangita P. Bansal has ceased off from the position of CFO of the Company w.e.f the closure of business hours on 12.02.2018 and has been appointed as Managing Director of the Company w.e.f 13.02.2018.

\* Mr. Ajay S. Pawar has been appointed as CFO of the Company w.e.f 13.02.2018.

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment: (In Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2017)				
i) Principal amount	0	47,365,000	0	47,365,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	47,365,000	0	47,365,000
Change in Indebtedness during the financial year				
• Addition	0	0	0	0
• Reduction	0	0	0	0
<b>Net change</b>	0	0	0	0
Indebtedness at the end of the financial year (As on 31.03.2018)				
i) Principal amount	0	47,365,000	0	47,365,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	47,365,000	0	47,365,000

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

**No Remuneration is paid to Managing Director of the Company.**

B. Remuneration to other directors:

**No Remuneration is paid to other Directors of the Company.**

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(In Rs.)

Sl. No.	Particulars of Remuneration	Key managerial Personnel other than MD/WTD / Manager			
		CEO	Company Secretary	CFO*	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income -tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income - tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	0	681,378	106,857	788,235
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	<b>Total</b>	0	681,378	106,857	788,235

\* The above Salary of CFO relates to the part of the financial year 2017-18 as he was appointed by the Board of Directors at its meeting with effect from 13<sup>th</sup> February, 2018.

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:**

There were no Penalties/Punishment/ Compounding offences during the year ended on 31<sup>st</sup> March, 2018.

For and on behalf of the Board of Directors

Place: Baroda

Date: 9<sup>th</sup> August, 2018

**Registered Office:**

Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda, Gujarat – 390 002  
CIN: L55100GJ1985PLC008264

**SANGITA BANSAL**  
Managing Director  
DIN: 01571275

**AMIT GARG**  
Director  
DIN: 00537267

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Lords Ishwar Hotels Limited**  
CIN: L55100GJ1985PLC008264  
Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda – 390 002, Gujarat

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lords Ishwar Hotels Limited** (hereinafter 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 **31<sup>st</sup> March, 2018**, complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009 (Not applicable as the Company has not issued any securities);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable as the Company has not formulated any Employee Stock Option Scheme and Employee Stock Purchase Scheme);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the Company has not issued any debts securities which were listed);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent);

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not opted for delisting); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable as the Company has not done any Buyback of Securities).

(vi) Other laws as applicable specifically to the Company:

(a) Food Safety and Standards Act, 2006 and the Rules framed thereunder.

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

(i) Secretarial Standards (with respect to Board and General Meetings) issued by The Institute of Company Secretaries of India,

(ii) The Listing Agreement entered into by the Company with Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**I further report that**

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.

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.

Majority decision is carried through and proper system is in place which facilitates/ensure to capture and record the dissenting member's views, if any, 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 year, the Company has not taken specific actions/decisions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

Date: 09/08/2018

Place: Baroda

**MANISH R. PATEL**

Company Secretary in Practice

ACS No: 19885

COP No. : 9360

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

To,  
The Members,  
**Lords Ishwar Hotels Limited**  
CIN: L55100GJ1985PLC008264  
Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda – 390 002, Gujarat

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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 check basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My 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.

Date: 09/08/2018  
Place: Baroda

**MANISH R. PATEL**  
Company Secretary in Practice  
ACS No: 19885  
COP No. : 9360



**DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT**

[Pursuant to Part-D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
LORDS ISHWAR HOTELS LIMITED

In terms of Part-D of the Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, I hereby declare that all Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended 31<sup>st</sup> March, 2018. The Code is posted on the Company's website [www.lordsishwar.com](http://www.lordsishwar.com).

**For LORDS ISHWAR HOTELS LIMITED**

Place: Baroda  
Date: 9<sup>th</sup> August, 2018

**SANGITAP BANSAL**  
Managing Director  
DIN: 01571275

**COMPLIANCE CERTIFICATE**

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,  
The Board of Directors  
Lords Ishwar Hotels Limited  
Hotel Revival, Near Sayaji Gardens,  
Kala Ghoda Chowk, University Road,  
Baroda, Gujarat – 390 002

We hereby certify that:

- (a) We have reviewed the financial statements and cash flow statement for the year ended 31<sup>st</sup> March, 2018 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud, if any, of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

**For LORDS ISHWAR HOTELS LIMITED**

Place: Baroda  
Date: 9<sup>th</sup> August, 2018

**SANGITA P. BANSAL**      **AJAY PAWAR**  
Managing Director      Chief Financial Officer  
DIN: 01571275

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

*[Pursuant to Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,

**The Members of**

**LORDS ISHWAR HOTELS LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by **LORDS ISHWAR HOTELS LIMITED** for the year ended **31<sup>st</sup> March, 2018**, as stipulated in Part C of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. 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 the aforesaid Listing Regulations.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For K. K. Haryani & Co.**  
**Chartered Accountants**  
**FRN: 121950W**

**(CA. Kishor Haryani)**  
**(Proprietor)**  
**Membership No. 110780**

Place: Baroda

Date: 9<sup>th</sup> August, 2018

## INDEPENDENT AUDITORS' REPORT

To  
**The Members of**  
**LORDS ISHWAR HOTELS LIMITED**

### Report on Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **Lords Ishwar Hotels Limited** ("the Company"), which comprises the Balance Sheet as at **31<sup>st</sup> March, 2018**, the Statement of Profit and Loss (including the Statement of other Comprehensive Income), the Statement of Changes in Equity 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 Ind AS Financial Statements

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS 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 of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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 Ind AS 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 Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2018, its Loss including other comprehensive income, changes in equity and its Cash Flows for the year ended on that date.

### Other Matter

The financial information of the Company for the year ended 31<sup>st</sup> March, 2017 and the transition date opening balance sheet as at 1<sup>st</sup> April, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the accounting principles generally accepted in India, including the Companies (Accounting

Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014 audited by the predecessor auditor whose report for the year ended March 31, 2017 and March 31, 2016 dated 30<sup>th</sup> May, 2017 and 30<sup>th</sup> May, 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("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**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 have been kept by the Company so far as 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 books of account;
  - d) in our opinion, the aforesaid Ind AS financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) on the basis of written representations received from the Directors as on 31<sup>st</sup> March, 2018, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors') Rules, 2014, 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 Ind AS financial statements under Notes to the Ind AS financial statements.
    - ii. The Company didn't have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which required to be transferred to the investor Education and Protection Fund by the Company.

**For K. K. Haryani & Co.**  
Chartered Accountants  
FRN: 121950W

**(CA. Kishor Haryani)**  
(proprietor)  
Membership No. 110780

Place: Mumbai  
Date: 30<sup>th</sup> May, 2018

### **Annexure “A” to the Independent Auditors' Report**

**Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 (“the order”) issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 (“the Act”) as referred to in Paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section.**

- i. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets have been physically verified by the management during the year, the frequency of which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancy was noticed on such verification.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, 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 Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given loan to Directors or provided guarantee or security in connection with any loan to Directors including entities in which they are interested under the provisions of Section 185. Provisions of Section 186 in respect of loans and advances given, investments made and guarantee and securities given have been complied with by company.
- v. The Company has not accepted any deposits from the public. Accordingly paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of Cost records under Section 148(1) of the Companies Act, 2013 for the Company's activities. Hence the provisions of Clause 3(vi) of the Order are not applicable to the Company.
- vii. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Luxury Tax, Duty of Custom, Excise Duty, Value added tax, Good and Service Tax, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, there were no outstanding statutory dues as at 31<sup>st</sup> of March, 2018 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the amounts payable in respect of Income Tax, Service Tax, Sales Tax, Luxury Tax, Goods and Service tax, Customs Duty and Excise Duty which have not been deposited on account of disputes and the forum where dispute is pending are given below:-

Name of the statute	Nature of Dispute	Amount (Rs.)	Period	Forum where dispute is pending	Progress and Remarks
Central Excise & Customs Act	Service Tax & Penalty	407,758	2004-05 & 2005-06	Commissioner (Appeals) Central Excise & Customs, Baroda	Out of total demand of Rs. 815,516 raised, Rs. 407,758 is paid. Rest Rs. 407,758 is under dispute & pending at appeal level.
Luxury Tax	Luxury Tax, Interest & Penalty	662,000	1999-2000	District Collector office, Entertainment Tax & Luxury Tax, Baroda.	Amount is under dispute.

- viii. In our opinion and according to the information and explanation given to us, the Company has not taken any loans or borrowing from the financial institution, bank, Government and there is no debenture holder in the Company, so the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. In our opinion and according to information and explanation given to us, the Company has not raised any money by way of initial public offer/further public offer (including debt instruments).
- x. In our opinion and according to information and explanations given to us, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. In my opinion and according to the information and explanations given to us, the Company is not paying any managerial remuneration to its Managing Director and other Directors. Hence, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. The Company is not a Nidhi Company. Hence, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanation given to us during the audit, transactions with the related parties are in accordance with Section 177 and Section 188 of the Act and the details have been disclosed in the notes to the financial statements, as required by the applicable Accounting Standards.
- xiv. According to the information and explanations given to us and on an overall examination of the books of account, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirement under Clause 3 (xiv) are not applicable to the Company and, not commented upon.
- xv. In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013.
- xvi. According to the information and explanation given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For K. K. Haryani & Co.**  
Chartered Accountants  
FRN: 121950W

Place: Mumbai  
Date: 30<sup>th</sup> May, 2018

**(CA. Kishor Haryani)**  
(proprietor)  
Membership No. 110780

## **Annexure “B” to the Independent Auditors' Report**

**Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section.**

We have audited the internal financial controls over financial reporting of Lords Ishwar Hotels Limited (“the Company”) as of 31<sup>st</sup> March, 2018 in conjunction with our audit of the IndAS financial statements of the company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

A company's internal financial control over financial reporting includes those policies & procedures that:

- (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction & disposition of the assets of company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorizations of management and directors of company; and
- (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

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

**For K. K. Haryani & Co.**

Chartered Accountants

FRN: 121950W

**(CA. Kishor Haryani)**

(proprietor)

Membership No. 110780

Place: Mumbai

Date: 30<sup>th</sup> May, 2018



## AUDITED BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars		Note	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)	As at 01.04.2016 (₹)
<b>A</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-Current Assets</b>				
	(a) Property, Plant and Equipment	<b>3</b>	67,533,061	70,342,198	68,523,119
	(b) Financial Assets				
	(i) Investments	<b>4</b>	14,630,000	14,630,000	14,630,000
	(ii) Other Financial Assets	<b>5</b>	1,377,937	1,785,968	1,691,468
<b>2.</b>	<b>Current Assets</b>				
	(a) Inventories	<b>6</b>	12,942,327	12,293,767	3,491,439
	(b) Financial Assets				
	(i) Trade Receivables	<b>7</b>	604,098	1,623,984	3,880,416
	(ii) Cash and Cash Equivalents	<b>8</b>	2,575,280	70,941	725,892
	(iii) Other Current Assets	<b>9</b>	6,231,547	8,221,758	10,358,652
	<b>Total Assets</b>		<b>105,894,250</b>	<b>108,968,616</b>	<b>103,300,986</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>				
	<b>EQUITY</b>				
	(a) Equity Share Capital	<b>10</b>	74,700,000	74,700,000	74,700,000
	(b) Other equity	<b>11</b>	(23,306,966)	(21,307,548)	(20,116,577)
	<b>LIABILITIES</b>				
<b>1</b>	<b>Non-Current Liabilities</b>				
	(a) Financial Liabilities				
	(i) Borrowings	<b>12</b>	47,365,000	47,365,000	47,365,000
	(b) Deferred Tax Liabilities (net)	<b>13</b>	3,069,957	-	-
<b>2</b>	<b>Current Liabilities</b>				
	(a) Financial Liabilities				
	(i) Trade Payables	<b>14</b>	1,910,653	7,788,550	947,196
	(ii) Other financial liabilities	<b>15</b>	926,473	-	-
	(b) Provisions	<b>16</b>	331,064	64,500	55,500
	(c) Other current liabilities	<b>17</b>	898,069	358,114	349,867
	<b>Total Equity and Liabilities</b>		<b>105,894,250</b>	<b>108,968,616</b>	<b>103,300,986</b>

The accompanying Notes form an integral part of the financial statements.

As per our Report of even date

**For and on behalf of the Board of Directors**

**FOR K. K. HARYANI & CO.**  
Chartered Accountants

**KISHOR K. HARYANI**  
PROPRIETOR  
Membership No. 110780  
Firm Reg. No. 121950W

**SANGITA BANSAL**  
Managing Director  
DIN: 01571275

**AMIT GARG**  
Director  
DIN: 00537267

Place: Mumbai  
Date: 30th May, 2018

**AJAY PAWAR**  
Chief Financial Officer

**RANJIT KUMAR SINGH**  
Company Secretary  
Membership No. A24381

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2018

Particulars	Note	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
<b>I. Revenue from operations</b>	<b>18</b>	69,808,751	56,452,873
<b>II. Other Income</b>	<b>19</b>	226,269	114,252
<b>III. Total Revenue(I+II)</b>		<b>70,035,020</b>	<b>56,567,125</b>
<b>IV. Expenses:</b>			
Food and Beverages Consumed	<b>20</b>	4,512,431	6,879,897
Purchase of Stock in Trade	<b>21</b>	22,840,460	21,899,672
Change in inventories of Stock in Trade	<b>22</b>	1,336,421	(9,964,007)
Employee Benefits Expense	<b>23</b>	15,395,549	13,747,520
Finance Costs		-	-
Depreciation and Amortization Expense	<b>3</b>	3,251,643	4,090,711
Power and Fuel	<b>24</b>	5,542,785	5,201,320
Other Expenses	<b>25</b>	16,085,192	15,902,983
<b>Total Expenses(IV)</b>		<b>68,964,481</b>	<b>57,758,096</b>
<b>V. Profit/(Loss) before exceptional Items and Tax (III-IV)</b>		<b>1,070,539</b>	<b>(1,190,971)</b>
VI. Exceptional Items		-	-
<b>VII. Profit/(Loss) before Tax (V-VI)</b>		<b>1,070,539</b>	<b>(1,190,971)</b>
VIII. Tax Expense:			
(a) Current tax		-	-
(b) Deferred tax		3,069,957	-
<b>IX. Profit/(Loss) for the Period (VII-VIII)</b>		<b>(1,999,418)</b>	<b>(1,190,971)</b>
<b>X. Other Comprehensive Income</b>		<b>83,352</b>	<b>43,115</b>
<b>XI. Total Comprehensive Income for the period (IX+X)</b>		<b>(1,916,066)</b>	<b>(1,147,856)</b>
<b>XII. Earnings per Equity share</b>			
(1) Basic	<b>40</b>	(0.26)	(0.16)
(2) Diluted		(0.26)	(0.16)

The accompanying Notes form an integral part of the financial statements.

As per our Report of even date

**For and on behalf of the Board of Directors**

**FOR K. K. HARYANI & CO.**  
Chartered Accountants

**KISHOR K. HARYANI**  
PROPRIETOR  
Membership No. 110780  
Firm Reg. No. 121950W

**SANGITA BANSAL**  
Managing Director  
DIN: 01571275

**AMIT GARG**  
Director  
DIN: 00537267

Place: Mumbai  
Date: 30th May, 2018

**AJAY PAWAR**  
Chief Financial Officer

**RANJIT KUMAR SINGH**  
Company Secretary  
Membership No. A24381

## STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2018

(In Rs.)

Particulars	Equity share Capital	Other Equity							Total Equity attributable to equity holders of the Company
		Reserve and Surplus			other comprehensive income				
		Retained earnings	General Reserve	Securities Premium AC	Capital Redemption Reserve	Capital Reserve	Equity instruments through other comprehensive income	Other items of other comprehensive income	
As at 01.04.2016	74,700,000	(23,778,077)	-	-	-	3,661,500	-	-	54,583,423
Change in equity for the year ended March 31, 2017	-		-	-	-	-	-	-	-
Profit for the period	-	(1,190,971)	-	-	-	-	-	-	(1,190,971)
Dividend	-		-	-	-	-	-	-	-
Corporate Dividend Tax	-		-	-	-	-	-	-	-
Re-measurement of defined benefit Liability, net of tax	-		-	-	-	-	-	-	-
Profit transferred to general reserve	-		-	-	-	-	-	-	-
As at 31.03.2017	74,700,000	(24,969,048)	-	-	-	3,661,500	-	-	53,392,452
Change in equity for the year ended March 31, 2018	-		-	-	-	-	-	-	-
Shares issued during the year	-		-	-	-	-	-	-	-
Profit for the period	-	(1,999,418)	-	-	-	-	-	-	(1,999,418)
Dividend	-		-	-	-	-	-	-	-
Corporate Dividend Tax	-		-	-	-	-	-	-	-
Re-measurement of defined benefit Liability, net of tax	-		-	-	-	-	-	-	-
Profit transferred to general reserve	-		-	-	-	-	-	-	-
As at 31.03.2018	74,700,000	(26,968,466)	-	-	-	3,661,500	-	-	51,393,034

As per our Report of even date

**FOR K. K. HARYANI & CO.**

Chartered Accountants

**KISHOR K. HARYANI**

PROPRIETOR

Membership No. 110780

Firm Reg. No. 121950W

Place: Mumbai

Date: 30th May, 2018

For and on behalf of the Board of Directors

**SANGITA BANSAL**

Managing Director

DIN: 01571275

**AMIT GARG**

Director

DIN: 00537267

**AJAY PAWAR**

Chief Financial Officer

**RANJIT KUMAR SINGH**

Company Secretary

Membership No. A24381

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

	Year ended 31.03.2018		Year ended 31.03.2017	
	(₹)	(₹)	(₹)	(₹)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/(Loss) as per Statement of Profit & Loss		1,070,539		(1,190,971)
<b>Adjustments for:</b>				
Depreciation	3,251,643		4,090,711	
Provision for Employees Benefit	266,564		64,500	
Interest Paid	-		-	
		3,518,207		4,155,211
Operating Profit Before Working Capital Changes		4,588,746		2,964,240
Working Capital Changes:				
(Increase)/Decrease in Inventories	(648,560)		(8,802,328)	
(Increase)/Decrease in Sundry Debtors	1,019,886		2,256,432	
(Increase)/Decrease in Loans & Advances	1,990,211		2,258,507	
(Increase)/Decrease in Other Financial Assets	408,031			
Increase/(Decrease) in Other Financial Liabilities	926,473			
Increase/(Decrease) in Other Current Liabilities	539,955			
Increase/(Decrease) in Trade Payables	(5,877,897)		6,794,101	
		(1,641,901)		2,506,712
Cash Generated from Operations		2,946,845		5,470,952
Taxes Paid(Net)		-		(216,113)
<b>Net Cash Flow from Operating Activities</b>		2,946,845		5,254,839
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets / Capital Work-in-Progress		(442,506)		(5,909,790)
<b>Net Cash flow From Investing Activities</b>		(442,506)		(5,909,790)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds/(Repayment) from/of long term borrowings		-		-
Interest Paid		-		-
<b>Net Cash Flow From Financing Activities</b>		-		-
<b>Net Cash Flow During The Year (A+B+C)</b>		2,504,339		(654,951)
<b>OPENING CASH AND CASH EQUIVALENTS</b>	70,941		725,892	
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	2,575,280		70,941	
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		2,504,339		(654,951)

The accompanying Notes form an integral part of the financial statements.

As per our Report of even date

**FOR K. K. HARYANI & CO.**

Chartered Accountants

**KISHOR K. HARYANI**

PROPRIETOR

Membership No. 110780

Firm Reg. No. 121950W

Place: Mumbai

Date: 30th May, 2018

**For and on behalf of the Board of Directors**

**SANGITA BANSAL**

Managing Director

DIN: 01571275

**AMIT GARG**

Director

DIN: 00537267

**AJAY PAWAR**

Chief Financial Officer

**RANJIT KUMAR SINGH**

Company Secretary

Membership No. A24381

## 1. SIGNIFICANT ACCOUNTING POLICIES:

### i. General Information:

Lords Ishwar Hotels Limited is a Public Limited Company listed with BSE Limited and is primarily engaged in the Hotel Business with the name of “Revival Lords Inn” a Three Star Hotel situated in the city of Vadodara, Gujarat.

### ii. Statement of compliance:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015. The accounting policies have been applied consistently to all years presented in these financial statements.

For all periods up to and including the year ended 31<sup>st</sup> March, 2017, the Company prepared its financial statements in accordance with the requirement of previous GAAP, which includes accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). These financial statements for the year ended 31<sup>st</sup> March, 2018 are the first financial statements under Ind AS. Reconciliation and descriptions of the effect of transition has been summarized in Note 2.1. The date of transition to Ind AS is 1<sup>st</sup> April, 2016 and the Company restated the previous Indian GAAP accounts to Ind AS compliant accounts for the financial year ended 31<sup>st</sup> March, 2017.

The Company has adopted all issued Ind AS standards, as applicable, and the adoption was carried out in accordance with Ind AS 101. The transition was carried out from the Indian GAAP which was the previous GAAP.

### iii. Basis of preparation of Financial Statements:

These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, and the provisions of the Companies Act, 2013 read with Rules of the Companies (Accounts) Rules, 2014 (as amended).

The Financial Statements are presented in Indian Rupees (INR) which is also the Company's functional currency.

### iv. Use of Estimates :

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosures of Contingent Liabilities as at the date of financial statements and the amounts of revenue and expenses during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from estimates.

### v. Property Plant & Equipment:

Under the previous Indian GAAP, Property Plant & Equipment were carried in the balance sheet on the basis of historical cost. The Company has regarded the same as deemed cost and presented same values in Ind-AS compliant financials.

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Depreciation on fixed assets is calculated on the straight –line method as per the useful lives of the assets as prescribed in Schedule II to the Companies Act, 2013.

### vi. Inventories :

Stock of Food, Beverages and other supplies, wine and liquor are valued at cost (which is computed on first in first out basis) or net realisable value, whichever is lower.

### vii. Cash and Cash Equivalents:

Cash and Cash equivalents comprise cash at banks and on hand and short term balances that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**viii. Revenue Recognition :**

Revenue is recognised on rendering of services and/or sale of goods, net of returns and trade discounts. Sales of goods are recognised on transfer of significant risks and rewards of the ownership to the buyer, which generally coincides with the delivery of goods to the customers. Revenue excludes Taxes and duties collected on behalf of the Government.

**ix. Borrowing Cost:**

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalised as a part of such assets till the asset is ready for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing cost is charged to Statement of Profit & Loss in the year in which they are incurred.

**x. Investments :**

Non-current Investments are valued at cost of acquisition including related expenses, if any. Provision for diminution in the value of such investments is made only if such decline is other than temporary. There is no Current Investments (i.e. investment realizable and are intended to be held for not more than one year from the date of such investments).

Transition to Ind AS: On transition to Ind AS, the Company has elected to continue with the carrying value of all its Investment recognised as at 1<sup>st</sup> April, 2016 measured as per previous GAAP.

**xi. Employee Benefits :**

- a. Contributions to Provident Fund, Gratuity Fund, Employees State Insurance Corporation & Labour welfare Fund are recognized in the Statement of Profit and Loss.
- b. Gratuity to employee is covered under Group Gratuity policy of Life Insurance Corporation. Actuarial gain and losses are recognized in the Statement of Profit and Loss as income or expense. Provision for Leave Encashment is made on the basis of actual leave outstanding at the end of the year based on the present pay structure.

**xii. Earnings per share:**

- (a) **Basic earnings per share:** Basic earnings per share is calculated by dividing the net profit or loss for the year after tax attributable to equity share holders by weighted average number of equity shares outstanding during the period.
- (b) **Diluted earnings per share:** Diluted earnings per share is calculated by dividing the net profit or loss for the year after tax attributable to equity shareholders by the weighted average number of equity shares outstanding including equity shares which would have been issued on the conversion of all dilutive potential equity shares unless they are considered anti dilutive in nature.

**xiii. Foreign Exchange Transactions:**

The reporting currency of the Company is the Indian Rupee. Transactions denominated in foreign currency settled/negotiated during the year are recorded at the exchange rate prevailing at the date of settlement/negotiation. Foreign currency transactions remaining not settled / negotiated at the end of year are converted into rupees at the yearend rates. All gains or losses on foreign exchange transactions including those related to Fixed Assets are recognised in the Statement of Profit and Loss.

**xiv. Taxes on Income:**

Income tax expense comprises current and deferred income tax. Income tax expenses is recognized in net profit/(Loss) in the statement of Profit and loss except to the extent that it relates to items recognized directly in equity, in which it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises

from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**xv. Provisions & Contingencies:**

A Provision is recognised when there is a present obligation as a result of a past event that probably requires an outflow of resources. These are reviewed at Balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognized but are disclosed in the Notes to the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

**xvi. Financial Instruments**

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

**Financial Assets**

**Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

**Subsequent measurement**

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

- (i) Financial Asset at amortized cost
- (ii) Financial Asset at Fair value through other comprehensive income
- (iii) Financial Asset at Fair value through profit and loss

**Financial Asset at amortized cost**

A 'Financial Asset' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss.

### **Financial Asset at Fair value through OCI**

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

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial Asset included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

### **Financial Asset at fair value through profit or loss**

FVTPL is a residual category for Financial Assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a Financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

### **Equity Instruments**

All the equity investments in scope of Ind AS 109 are measured at fair value. For equity instruments, the company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable if the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

### **Derecognition of Financial asset**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

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

### **Impairment of financial assets**

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

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial assets that are debt instruments and are measured as at FVTOCI.
- c) Lease receivables under Ind AS 17.
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18 (referred to as 'contractual revenue receivables')
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL



For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

## **Financial Liabilities**

### **Initial recognition and measurement**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. For financial liabilities maturing within one year from the balance sheet date, the carrying amount approximates fair value due to the short maturity of these instruments.

### **Subsequent Measurement**

#### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the profit or loss.

#### **Financial Liabilities at amortized cost**

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

## **2.1 First-time adoption of Ind-AS**

These are the company's first financial statements prepared in accordance with Ind AS. For the year ended 31st March 2017, the Company had prepared its financial statements in accordance with Companies (Accounting Standard) Rules 2006, notified under Section 133 of the Act and other relevant provisions of the Act (previous GAAP).

The above accounting policies have been applied in preparing the financial statements for the year ended 31 March 2018, including the comparative information for the year ended 31 March 2017 and then opening Ind AS balance sheet on the date of transition i.e. 1st April 2016.

In preparing its Ind AS balance sheet as at 1st April 2016 and in presenting the comparative information for the year end 31st March 2017, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet and Statement of Profit and Loss, is set out in note 2.2, 2.3 & 2.4.

### **Exemptions and exceptions availed:**

#### **Exemptions:**

##### **Deemed Cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment at previous IGAAP value.

#### **Exceptions:**

##### **Classification and measurement of financial assets**

The company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind -AS.

**RECONCILIATION OF BALANCE SHEET as at 1st April, 2016****Note: 2.2**

Amount in Rs.

Particulars		IGAAP as at 01.04.2016	Effect of transition to Ind-AS	Ind AS as at 01.04.2016
(1)	<b>ASSETS</b>			
	<b>Non - current assets</b>			
	(a) Property, plant and equipment	68,523,119	0	68,523,119
	(b) Capital work in progress	0	0	0
	(c ) Financial assets			
	(i) Investment	14,630,000	0	14,630,000
	(ii) Other financial assets	1,691,468	0	1,691,468
	(d) Income tax assets (net)	0	0	0
	(e) Other non-current assets	0	0	0
	<b>Current Assets</b>			
	(a) Inventories	3,491,439	0	3,491,439
	(b) Financial assets			
	(i) Investments	0	0	0
	(ii) Trade receivables	3,880,416	0	3,880,416
(2)	(iii) Cash and cash equivalents	725,892	0	725,892
	(iv) Loans	0	0	0
	(v) Other financial assets	0	0	0
	(c ) Other current assets	10,358,652	0	10,358,652
	<b>Total Assets</b>	<b>103,300,986</b>	<b>0</b>	<b>103,300,986</b>
	<b>EQUITY AND LIABILITIES</b>			
	<b>EQUITY</b>			
	(a) Equity share capital	74,700,000	0	74,700,000
	(b) Other equity	(20,116,577)	0	(20,116,577)
	<b>LIABILITIES</b>			
	<b>Non-current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	47,365,000	0	47,365,000
	(ii) Other financial liabilities	0	0	0
	(b) Provisions	0	0	0
	(c ) Deferred tax liabilities (net)	0	0	0
	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	0	0	0
	(ii) Trade payables	947,196	0	947,196
	(iii) Other financial liabilities	0	0	0
	(b) Provisions	55,500	0	55,500
	(c ) Other current liabilities	349,867	0	349,867
	<b>Total Equity &amp; Liabilities</b>	<b>103,300,986</b>	<b>0</b>	<b>103,300,986</b>

Note: There is no effect of transition to Ind-AS.

**RECONCILIATION OF BALANCE SHEET as at 31st March, 2017****Note: 2.3**

Amount in Rs.

Particulars		IGAAP as at 31.03.2017	Effect of transition to Ind-AS	Ind AS as at 31.03.2017
<b>(1)</b>	<b>ASSETS</b>			
	<b>Non - current assets</b>			
	(a) Property, plant and equipment	70,342,198	0	70,342,198
	(b) Capital work in progress	0	0	0
	(c ) Financial assets			
	(i) Investment	14,630,000	0	14,630,000
	(ii) Other financial assets	1,785,968	0	1,785,968
	(d) Income tax assets (net)	0	0	0
	(e) Other non-current assets	0	0	0
	<b>(2) Current Assets</b>			
	(a) Inventories	12,293,767	0	12,293,767
	(b) Financial assets			
	(i) Investments	0	0	0
	(ii) Trade receivables	1,623,984	0	1,623,984
	(iii) Cash and cash equivalents	70,941	0	70,941
	(iv) Loans	0	0	0
	(v) Other financial assets	0	0	0
	(c ) Other current assets	8,221,758	0	8,221,758
	<b>Total Assets</b>	<b>108,968,616</b>	<b>0</b>	<b>108,968,616</b>
<b>EQUITY AND LIABILITIES</b>				
<b>(1)</b>	<b>EQUITY</b>			
	(a) Equity share capital	74,700,000	0	74,700,000
	(b) Other equity	(21,307,548)	0	(21,307,548)
	<b>LIABILITIES</b>			
	<b>Non-current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	47,365,000	0	47,365,000
	(ii) Other financial liabilities	0	0	0
	(b) Provisions	0	0	0
	(c ) Deferred tax liabilities (net)	0	0	0
<b>(2)</b>	<b>Current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowings	0	0	0
	(ii) Trade payables	7,788,550	0	7,788,550
	(iii) Other financial liabilities	0	0	0
	(b) Provisions	64,500	0	64,500
	(c ) Other current liabilities	358,114	0	358,114
	<b>Total Equity &amp; Liabilities</b>	<b>108,968,616</b>	<b>0</b>	<b>108,968,616</b>

Note: There is no effect of transition to Ind-AS.

**RECONCILIATION OF STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2017**

**Note: 2.4**

Amount in Rs.

Particulars	IGAAP year ended 31.03.2017	Effect of transition to Ind-AS	Ind AS year ended 31.03.2017
I <b>Revenue from Operations</b>	56,452,873		56,452,873
II <b>Other Income</b>	114,252		114,252
III <b>Total Income (I+II)</b>	56,567,125		56,567,125
IV <b>Expenses:</b>			
Food and Beverages Consumed	6,879,897	0	6,879,897
Purchase of Stock in Trade	21,899,672	0	21,899,672
Change in inventories of Stock in Trade	(9,964,007)	0	(9,964,007)
Employee Benefits Expense	13,747,520	0	13,747,520
Finance Costs	-	-	-
Depreciation and Amortization Expense	4,090,711	0	4,090,711
Power and Fuel	5,201,320	0	5,201,320
Other Expenses	15,902,983	0	15,902,983
<b>Total Expenses(IV)</b>	<b>57,758,096</b>	<b>0</b>	<b>57,758,096</b>
V Profit/(Loss) before exceptional Items and Tax (III-IV)	(1,190,971)	0	(1,190,971)
VI Exceptional Items	0	0	0
VII Profit/(Loss) before Tax (V-VI)	(1,190,971)	0	(1,190,971)
VIII Tax expense:			
(a) Current tax	0	0	0
(b) Deferred tax	0	0	0
IX Profit/(Loss) for the period (VII-VIII)	(1,190,971)	0	(1,190,971)
X Other Comprehensive Income	0	43,115	43,115
XI Total Comprehensive Income for the period (IX+X)	(1,190,971)	43,115	(1,147,856)

**Explanations for reconciliation of Statement of profit & loss as previously reported under IGAAP to IND AS**

**Employee benefits expenses:**

As per Ind AS 19, actuarial gains and losses are recognised in other comprehensive income as compared to being recognised in the statement of profit and loss under IGAAP.

## Notes to the Financial Statements for the year ended 31st March, 2018

## 3. Property, Plant and Equipment

(Amount in Rs.)

Particulars	Freehold Land	Building	Office Premises	Plant & Machineries	Vehicle	Computer	Furniture & Fixtures	Total
Gross Block (at Cost)								
As at 01.04.2016	2,502,000	82,602,431	400,000	55,213,653	1,943,132	1,427,474	4,774,301	148,862,991
Addition :	-	5,909,790	-	-	-	-	-	5,909,790
Disposals	-	-	-	-	-	-	-	-
As at 31.03.2017	2,502,000	88,512,221	400,000	55,213,653	1,943,132	1,427,474	4,774,301	154,772,781
Addition :	-	-	-	57,110	-	385,396	-	442,506
Disposals	-	-	-	-	-	-	-	-
As at 31.03.2018	2,502,000	88,512,221	400,000	55,270,763	1,943,132	1,812,870	4,774,301	155,215,287
<b>Depreciation</b>								
As at 01.04.2016	-	31,298,956	358,131	42,024,546	1,671,522	995,429	3,991,288	80,339,872
Charge for the year	-	986,436	521	2,379,580	170,627	182,180	371,367	4,090,711
Disposals / Adjustment	-	-	-	-	-	-	-	-
As at 31.03.2017	-	32,285,392	358,652	44,404,126	1,842,149	1,177,609	4,362,655	84,430,583
Charge for the year	-	1,059,861	521	1,929,351	-	152,178	109,732	3,251,643
Disposals	-	-	-	-	-	-	-	-
As at 31.03.2018	-	33,345,253	359,173	46,333,477	1,842,149	1,329,787	4,472,387	87,682,226
<b>Net Block</b>								
As at 01.04.2016	2,502,000	51,303,475	41,869	13,189,107	271,610	432,045	783,013	68,523,119
As at 31.03.2017	2,502,000	56,226,829	41,348	10,809,527	100,983	249,865	411,646	70,342,198
As at 31.03.2018	2,502,000	55,166,968	40,827	8,937,286	100,983	483,083	301,914	67,533,061

## Notes to the Financial Statements for the year ended 31st March, 2018

### 4. Investments (Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Non-Current</b> Un-quoted (Fully paid up) Investment in Equity Instruments carried at Cost			
Kesar Motels Pvt. Ltd - 22,200 (Previous year 22,200 Equity shares) Equity shares of Rs. 100/- each	8,880,000	8,880,000	8,880,000
Sai Ram Krupa Hotels Pvt. Ltd - 12,500 (Previous year 12,500 Equity shares) Equity shares of Rs.10/- each	1,250,000	1,250,000	1,250,000
Naroli Resorts Private Limited - 4500 Equity shares (previous year-4500 Equity shares) of Rs.10/- each	4,500,000	4,500,000	4,500,000
<b>Total</b>	14,630,000	14,630,000	14,630,000

### 5. Other Financial Assets (Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Non-Current</b> Security Deposits	1,377,937	1,785,968	1,691,468
<b>Total</b>	1,377,937	1,785,968	1,691,468

### 6. Inventories (Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Current</b> (Valued at cost or net realisable value whichever is lower)			
Wine & Liquor	8,627,586	9,964,007	-
Provision , Stores Food and Beverages	147,852	149,307	191,765
Other Consumables and Operating Supplies	4,166,889	2,180,453	3,299,674
<b>Total</b>	12,942,327	12,293,767	3,491,439

### 7. Trade Receivables (Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Current</b> <b>Unsecured Considered Goods :</b>			
Outstanding for more than six months from its due date	-	-	-
Outstanding for less than six months from its due date	604,098	1,623,984	3,880,416
<b>Total</b>	604,098	1,623,984	3,880,416

## Notes to the Financial Statements for the year ended 31st March, 2018

## 8. Cash and Cash Equivalents

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Current</b>			
Balances with Banks in Current Accounts	2,511,811	(502,317)	(478,005)
Other Bank balances*	10,102	14,877	14,992
Cash on hand	53,367	558,381	1,188,905
<b>Total</b>	<b>2,575,280</b>	<b>70,941</b>	<b>725,892</b>

\* Comprises of Gratuity A/C with Bank of Baroda.

## 9. Other Current Assets

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Current</b>			
<b>Unsecured, Considered Good :</b>			
(Advance Recoverable in cash or in kind or for value to be received)			
Advances to Suppliers	4,576,909	6,461,453	8,814,460
Balances with Government Authorities	1,654,638	1,760,305	1,544,192
<b>Total</b>	<b>6,231,547</b>	<b>8,221,758</b>	<b>10,358,652</b>

## 10. Equity Share Capital

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>AUTHORIZED CAPITAL</b>			
15,000,000 Equity shares (Previous year 15,000,000 Equity Shares) of Rs. 10/- each.	150,000,000	150,000,000	150,000,000
<b>Total</b>	<b>150,000,000</b>	<b>150,000,000</b>	<b>150,000,000</b>
<b>ISSUED, SUBSCRIBED &amp; PAID UP SHARE CAPITAL</b>			
7,470,000 Equity shares (Previous Year 7,470,000 Equity shares) of Rs.10/- each, fully paid up.	74,700,000	74,700,000	74,700,000
<b>Total</b>	<b>74,700,000</b>	<b>74,700,000</b>	<b>74,700,000</b>

(i) Reconciliation of the number of Shares outstanding and the amount of Share Capital as at 31st March, 2018, 31st March, 2017 and 1st April, 2016.

Equity shares (Fully Paid-up Capital)	As at 31.03.18		As at 31.03.17		As at 01.04.16	
	No.	(Rs.)	No.	(Rs.)	No.	(Rs.)
Shares outstanding at the beginning of the year	7470000	74700000	7470000	74700000	7470000	74700000
Shares issued during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	7470000	74700000	7470000	74700000	7470000	74700000

## (ii) Terms &amp; Rights attached to Equity Shares:

The Company has only one class of Equity Shares having a par value of Rs. 10/- each. Each Equity shareholder is entitled to one vote per share held.

## Notes to the Financial Statements for the year ended 31st March, 2018

## (iii) Details of Shareholders holding more than 5% shares in the Company:

Name of Shareholders	As at 31.03. 2018		As at 31.03. 2017		As at 01.04.2016	
	shares	Percentage	shares	Percentage	shares	Percentage
(i) ANS Constructions Pvt. Ltd.	1250750	16.74%	1250750	16.74%	1250750	16.74%
(ii) Sangeeta Bansal	1250650	16.74%	1250650	16.74%	1250650	16.74%
(iii) SSSP Consultant and Techno Services Limited	1482600	19.85%	1482600	19.85%	1612600	21.59%

## 11. Other Equity

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Capital Reserve	3,661,500	3,661,500	3,661,500
Retained Earnings	(26,968,466)	(24,969,048)	(23,778,077)
<b>Total</b>	<b>(23,306,966)</b>	<b>(21,307,548)</b>	<b>(20,116,577)</b>

## 12. Borrowings

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Non-Current</b>			
<b>Unsecured, considered Good</b>			
Loans & Advances From Director	47,365,000	47,365,000	47,365,000
<b>Total</b>	<b>47,365,000</b>	<b>47,365,000</b>	<b>47,365,000</b>

## 13. Deferred Tax Liabilities(Net)

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Non-Current</b>			
<b>Deferred Tax Liabilities</b>			
On fiscal allowances of Fixed Assets	9,348,746	-	-
<b>Deferred Tax Assets</b>			
Previous Year Business Losses / Unabsorbed Depreciation	6,278,789	-	-
<b>Total</b>	<b>3,069,957</b>	<b>-</b>	<b>-</b>

## 14. Trade Payables

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Current</b>			
<b>Total outstanding due to Micro, small &amp; Medium Enterprise</b>	<b>-</b>	<b>-</b>	<b>-</b>
Total outstanding due to other creditors	1,910,653	7,788,550	947,196
<b>Total</b>	<b>1,910,653</b>	<b>7,788,550</b>	<b>947,196</b>



## Notes to the Financial Statements for the year ended 31st March, 2018

## 15. Other Financial Liabilities

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Current</b>			
Salary Payable	926,473	-	-
<b>Total</b>	926,473	-	-

## 16. Provisions

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Current</b>			
Provision For Gratuity	128,551	64,500	55,500
Provision for Loss of Liquor Stock	132,362		
Provision for Leave Benefits	70,151	-	-
<b>Total</b>	331,064	64,500	55,500

## 17. Other Current Liabilities

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>Current</b>			
Statutory Payable	898,069	358,114	349,867
<b>Total</b>	898,069	358,114	349,867

## 18. Revenue from Operations

(Amount in Rs.)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Room Sale	28,034,783	28,234,324
Food & Beverage Sale	6,064,701	6,825,147
Wine & Liquor Sale	28,773,132	14,451,832
Banquet Sale	6,544,239	6,487,863
Other Services	391,896	453,707
<b>Total</b>	69,808,751	56,452,873

## 19. Other Income

(Amount in Rs.)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Other Non-operating Income	226,269	114,252
<b>Total</b>	226,269	114,252

## Notes to the Financial Statements for the year ended 31st March, 2018

### 20. Food and Beverages Consumed

(Amount in Rs.)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Stock at commencement	149,307	191,765
Add : Purchases	4,510,976	6,837,439
	4,660,283	7,029,204
Less : Stock at Close	147,852	149,307
<b>Total</b>	<b>4,512,431</b>	<b>6,879,897</b>

### 21. Purchase of Stock in Trade

(Amount in Rs.)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Purchase of Wine and Liquor	20,424,148	19,800,080
Add: Excise Duty/Import Fee	2,416,312	2,099,592
<b>Total</b>	<b>22,840,460</b>	<b>21,899,672</b>

### 22. Change in inventories of Stock in Trade

(Amount in Rs.)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Opening Stock	9,964,007	-
Less: Closing Stock	8,627,586	9,964,007
<b>Total</b>	<b>1,336,421</b>	<b>(9,964,007)</b>

### 23. Employee Benefits Expense

(Amount in Rs.)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Salaries & Wages	13,155,350	11,661,276
Contribution to Provident Fund & Other Funds	649,812	747,331
Staff Welfare Expenses	1,590,387	1,338,913
<b>Total</b>	<b>15,395,549</b>	<b>13,747,520</b>

### 24. Power and Fuel

(Amount in Rs.)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Electricity	4,202,981	3,789,915
Fuel Oil	90,024	105,636
Gas Fuel	1,249,780	1,305,769
<b>Total</b>	<b>5,542,785</b>	<b>5,201,320</b>

## Notes to the Financial Statements for the year ended 31st March, 2018

## 25. Other Expenses

(Amount in Rs.)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Insurance	62,037	328,622
Rates & Taxes	4,024,027	1,471,807
Repairs to - Building	367,642	801,165
- Machinery	1,110,981	1,828,076
- Others	456,095	658,341
Management & Franchise Fee	1,638,500	2,022,750
Communication	548,369	452,542
Freight, Cartage & Transportation	145,960	440,970
Travelling & Conveyance	326,242	290,229
Upkeep & Service Cost	3,837,956	3,829,356
Miscellaneous expenses	509,730	706,754
Legal & Professional Consultancy	707,709	1,655,007
Business promotion	1,644,638	946,922
Printing & Stationery Expenses	482,944	390,442
Payment to Auditors(Refer Footnote)	90,000	80,000
Loss on expiry of Liquor Stock	132,362	-
<b>Total</b>	<b>16,085,192</b>	<b>15,902,983</b>

## Footnote :

Payment to Auditors:

Statutory Audit Fees

55,000

50,000

Tax Audit Fees

35,000

30,000

90,000

80,000

## 26. FINANCIAL INSTRUMENTS

### Financial instruments by category

The carrying value and fair value of financial instruments by categories as on 31<sup>st</sup> March, 2018 are as follows:

Amount (Rs.)

Particulars	Amortised cost	Fair Value through OCI	Total Carrying Value	Total Fair Value
<b>Assets</b>				
Investments In Equity Shares	-	-	-	-
Cash & Cash Equivalents	2,575,280	-	2,575,280	2,575,280
Trade receivable	604,098	-	604,098	604,098
Other financial assets	1,377,937	-	1,377,937	1,377,937
<b>Total</b>	<b>4,557,315</b>	<b>-</b>	<b>4,557,315</b>	<b>4,557,315</b>
<b>Liabilities</b>				
Borrowings	47,365,000	-	47,365,000	47,365,000
Trade Payables	1,910,653	-	1,910,653	1,910,653
Other financial liabilities	926,473	-	926,473	926,473
<b>Total</b>	<b>50,202,126</b>	<b>-</b>	<b>50,202,126</b>	<b>50,202,126</b>

The carrying value and fair value of financial instruments by categories as on 31<sup>st</sup> March, 2017 are as follows:

Amount (Rs.)

Particulars	Amortised cost	Fair Value through OCI	Total Carrying Value	Total Fair Value
<b>Assets</b>				
Investments In Equity Shares	-	-	-	-
Cash & Cash Equivalents	70,941	-	70,941	70,941
Trade receivable	1,623,984	-	1,623,984	1,623,984
Other financial assets	1,785,968	-	1,785,968	1,785,968
<b>Total</b>	<b>3,480,893</b>	<b>-</b>	<b>3,480,893</b>	<b>3,480,893</b>
<b>Liabilities</b>				
Borrowings	47,365,000	-	47,365,000	47,365,000
Trade Payables	7,788,550	-	7,788,550	7,788,550
Other financial liabilities	-	-	-	-
<b>Total</b>	<b>55,153,550</b>	<b>-</b>	<b>55,153,550</b>	<b>55,153,550</b>

The carrying value and fair value of financial instruments by categories as on 1<sup>st</sup> April, 2016 are as follows:

Amount (Rs.)

Particulars	Amortised cost	Fair Value through OCI	Total Carrying Value	Total Fair Value
<b>Assets</b>				
Investments In Equity Shares	-	-	-	-
Cash & Cash Equivalents	725,892	-	725,892	725,892
Trade receivable	3,880,416	-	3,880,416	3,880,416
Other financial assets	1,691,468	-	1,691,468	1,691,468
<b>Total</b>	<b>6,297,776</b>	<b>-</b>	<b>6,297,776</b>	<b>6,297,776</b>
<b>Liabilities</b>				
Borrowings	47,365,000	-	47,365,000	47,365,000
Trade Payables	947,196	-	947,196	947,196
Other financial liabilities	-	-	-	-
<b>Total</b>	<b>48,312,196</b>	<b>-</b>	<b>48,312,196</b>	<b>48,312,196</b>

#### Fair Value hierarchy

This section explains the estimates and judgments made in determining the fair values of Financial Instruments that are measured at fair value and amortised cost and for which fair values are disclosed in financial statements. To provide an indication about reliability of the inputs used in determining the fair values, the company has classified its financial instruments into the three levels prescribed under accounting standards. An explanation of each level follows underneath the table:

Level 1: includes financial Instrument measured using quoted prices (unadjusted) in active markets for identical assets and liabilities that the entity can access at the measurement date.

Level 2: Includes financial Instruments which are not traded in active market but for which all significant inputs required to fair value the instrument are observable. The fair value is calculated using the valuation technique which maximizes the use of observable market data.

Level 3: Includes those instruments for which one or more significant input are not based on observable market data.

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 31<sup>st</sup> March, 2018:  
Amount (Rs.)

Particulars	Fair Value	Fair Value measurement using		
		Level 1	Level 2	Level 3
Assets				
Investments In Equity Shares	-	-	-	-
Trade receivable	604,098	-	-	604,098
Other financial assets	1,377,937	-	-	1,377,937
Total	1,982,035	-	-	1,982,035
Liabilities				
Borrowings	47,365,000	-	-	47,365,000
Trade Payables	1,910,653	-	-	1,910,653
Other financial liabilities	926,473	-	-	926,473
Total	50,202,126	-	-	50,202,126

## Lords Ishwar Hotels Limited

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 31<sup>st</sup> March, 2017:

Amount (Rs.)

Particulars	Fair Value	Fair Value measurement using		
		Level 1	Level 2	Level 3
Assets				
Investments In Equity Shares	-	-	-	-
Trade receivable	1,623,984	-	-	1,623,984
Other financial assets	1,785,968	-	-	1,785,968
Total	3,409,952	-	-	3,409,952
Liabilities				
Borrowings	47,365,000	-	-	47,365,000
Trade Payables	7,788,550	-	-	7,788,550
Other financial liabilities	-	-	-	-
Total	55,153,550	-	-	55,153,550

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 1<sup>st</sup> April, 2016:

Amount (Rs.)

Particulars	Fair Value	Fair Value measurement using		
		Level 1	Level 2	Level 3
Assets				
Investments In Equity Shares	-	-	-	-
Trade receivable	3,880,416	-	-	3,880,416
Other financial assets	1,691,468	-	-	1,691,468
Total	55,718,84	-	-	55,718,84
Liabilities				
Borrowings	47,365,000	-	-	47,365,000
Trade Payables	947,196	-	-	947,196
Other financial liabilities	-	-	-	-
Total	48,312,196	-	-	48,312,196

The carrying amount of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables and other financial liabilities are considered to be the same as their fair value due to their short term nature and are in close approximation of fair value.

The Company's investment in the equity shares of its group Companies is recognised at cost. The company has elected to apply previous GAAP carrying amount of its equity investment in group Companies as deemed cost as on the date of transition to Ind AS.

## 27. Financial Risk Management

### Financial Risk factors

The Company's activities expose it to a variety of financial risks: market risk, liquidity risk and credit risk.

**Market risk**

There is no market risk because Company has not any exposure in foreign currency and no such borrowing with any financial institution.

**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities.

The Company's principle source of liquidity is cash and cash equivalent and cash flows from operation. The Company has no outstanding bank borrowings as on 31st March 2018. The Company believes that working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The details regarding the contractual maturities of financial liabilities as of 31<sup>st</sup> March, 2018:

Amount (Rs.)

Particulars	Less than 1 year	1-2 years	2-5 years	More than 5 years	Total
Borrowing	-	-	-	47,365,000	47,365,000
Trade Payable	1,910,653	-	-	-	1,910,653
Other Financial Liabilities	926,473	-	-	-	926,473

The details regarding the contractual maturities of financial liabilities as of 31<sup>st</sup> March, 2017:

Amount (Rs.)

Particulars	Less than 1 year	1-2 years	2-5 years	More than 5 years	Total
Borrowing	-	-	-	47,365,000	47,365,000
Trade Payable	7,788,550	-	-	-	7,788,550
Other Financial Liabilities	-	-	-	-	-

The details regarding the contractual maturities of financial liabilities as of 1<sup>st</sup> April, 2016:

Amount (Rs.)

Particulars	Less than 1 year	1-2 years	2-5 years	More than 5 years	Total
Borrowing	-	-	-	47,365,000	47,365,000
Trade Payable	947,196	-	-	-	947,196
Other Financial Liabilities	-	-	-	-	-

**Credit Risk**

Credit risk is the risk that counter party will not meet its obligation under a financial instrument leading to a financial loss. The company is exposed to credit risk from investments, trade receivables, cash and cash equivalents, loans and other financial assets. The Company's credit risk is minimized as the Company's financial assets are carefully allocated to counter parties reflecting the credit worthiness.

Particulars	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017	1 <sup>st</sup> April, 2016
Investments	14,630,000	14,630,000	14,630,000
Trade Receivables	604,098	1623,984	3,880,416
Cash & cash equivalents	2,575,280	70,941	725,892
Other Financial assets	1,377,937	1,785,968	1,691,468

Credit risk on Cash & Cash equivalents is limited. Investments primarily include unquoted shares. Other financial assets include advances to suppliers which is repayable on demand.

## 28. CAPITAL RISK MANAGEMENT

For the purpose of managing Capital, Capital includes issued equity share capital and reserve attributable to the equity holders.

The objectives of the company's capital management are to:

- Safeguard their ability to continue as going concern so that they can continue to provide benefits to their shareholders.
- Maximize the wealth of the shareholder.
- Maintain optimum capital structure to reduce the cost of the capital.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March, 2018 and 31 March, 2017.

## 29. Micro, Small and Medium Enterprises:

The information available with the Company, there are no Micro, Small and Medium Enterprises in respect of whom the Company dues are outstanding for more than 45 days at the Balance Sheet.

## 30. Contingent Liabilities:

(To the extent not provided for)

(₹)

Sr. No	Particulars	As at 31.03.2018
(a)	Service Tax matter under appeal (FY 2004-05 & 2005-06) Service Tax demand under dispute: 407,758 Service Tax Penalty: 407,758 Amount Paid: <u>407,758</u> Balance amount under Dispute	407,758
(b)	Luxury Tax matter under dispute (FY : 1999-2000) Luxury Tax demand under dispute: 243,000 Luxury Tax Interest: 55,000 Luxury Tax Penalty: <u>364,000</u> Total Amount under Dispute	662,000

**31.** As the Company is engaged in only one segment of Hotel Business, the disclosure requirement of Accounting Standard (Ind AS-108) on "Operating Segment" are not applicable. Further the Company operates only in India; hence additional information under geographical segment is also not applicable.

The Managing Director of the company has been identified as The Chief Operating Decision Maker (CODM). The Chief Operating Decision Maker also monitors the operating results as one single segment for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than those already provided in the financial statements.

No Customer individually accounted for more than 10% of the revenue in the year ended 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017.



32. The total consumption of items of raw materials, stores and spares are indigenous only.

**33. Gratuity – Disclosure pursuant to Ind AS-19:**

In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan (“The Gratuity Plan”) covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Life Insurance Companies under their respective Group Gratuity Schemes.

**Demographic assumptions:**

- (a) Retirement age: 58 years
- (b) Mortality rate : Published rates under Indian Assured Lives Mortality Ultimate table

	(₹)	(₹)
Particulars	As at 31.3.2018	As at 31.3.2017
<b>i. Actuarial Assumptions</b>		
Discount Rate	7.70%	7.70%
Salary Rate	7.00%	7.00%
<b>ii. Changes in benefit obligation</b>		
Obligation at the beginning	776,025	787,774
Interest cost	55,572	56,430
Current Service Cost	194,689	181,444
Benefit paid	(172,225)	(290,523)
Actuarial(gain)/loss on obligation	90,761	40,900
Liability at the end of year	988,823	776,025
<b>iii. Fair value of plan Assets</b>		
Fair value of plan asset at beginning of year	843,298	910,418
Expected return on plan assets	61,561	66,460
Contributions	155,689	159,158
Benefits paid	(172,225)	(290,523)
Actuarial gain/ (loss) on Plan asset	7,409	(2,215)
Fair value of plan asset at the end of year	895,73	843,298
Excess of Obligation over Plan Assets	293,091	(67,273)
<b>iv. Actual Return on Plan Assets</b>		
Expected return on plan assets	61,561	66,460
Actuarial gain/(loss) on plan asset	7,409	(2,215)
Actual Return on Plan Assets	68,970	64,245
<b>v. Amount recognized in the Balance sheet</b>		
Liability at the end of year	988,823	776,025
Fair value of Plan Asset at the end of year	895,732	843,298
Difference	93,091	(67,273)
Amount recognized in Balance Sheet	93,091	(67,273)
<b>vi. Amount recognized in Statement of P&amp;L</b>		
Current Service cost	194,689	181,444
Interest cost	55,572	56,430
Expected return on plan assets	(61,561)	(66,460)
Total Expenses recognized in Statement of P& L	232,701	171,413

Particulars	As at 31.3.2018	As at 31.3.2017
<b>vii. Amount recognized in Other Comprehensive Income (OCI)</b>		
Amount recognized in OCI, Beginning of period	43,115	-
Re-measurements due to:		
Effect of change in financial assumptions[C]	(50,508)	-
Effect of change in demographic assumptions[D]	-	-
Effect of experience adjustments [E]	141,269	40,900
Actuarial (Gains)/Losses (C+D+E)	90,761	40,900
Return on plan assets (excluding interest)	7,409	(2,215)
Total re-measurement recognized in OCI	83,352	43,115
Amount recognized in OCI, End of period	126,467	43,115

34. In the opinion of the Board, the Current Assets, Loan and Advances would if realized in the ordinary course of business, be of approximately the value at which they are stated in the Balance Sheet.

**35. Capital Commitments:**

The estimated amount of contracts remaining to be executed of Capital Account (Net of Advances).	2017-2018	2016-2017
	₹ NIL	₹ NIL

**36. Value of Imports calculated on CIF basis:**

2017-2018	2016-2017
₹ NIL	₹ NIL

**37. Director's Remuneration:**

2017-2018	2016-2017
₹ NIL	₹ NIL

**38. Foreign Exchange earnings:**

Particular	2017-2018	2016-2017
Payment received from Foreign customers	₹ 593,934	₹ 401,959

**39. Foreign Exchange outgo:**

2017-2018	2016-2017
₹ NIL	₹ NIL

**40. Earnings per Share:**

Particulars	2017-2018	2016-2017
Profit/(Loss) after tax as per Statement of Profit & Loss (In ₹ )	(1,999,418)	(1,190,971)
Average no. of equity Shares of Rs.10/- each (Basic)	7,470,000	7,470,000
Average no. of equity Shares of Rs.10/- each (Diluted)	7,470,000	7,470,000
Earnings per Share: Basic (In ₹ )	(0.26)	(0.16)
Earnings per Share: Diluted (In ₹ )	(0.26)	(0.16)

**41. Related Party Disclosures:**

Disclosures as per Indian Accounting Standard on “Related Party Disclosures” (Ind AS-24) are:

**(A) Nature of Relationship:**

(i) Entities in which Promoter/ Directors/ Key Management Personnel having significant influence with whom the Company had transactions and / balances:

- Lords Inn Hotels and Developers Ltd.
- H S India Limited
- Kesar Motels Pvt. Ltd.
- Sai Ram Krupa Hotels Pvt. Ltd.
- Naroli Resorts Pvt. Ltd.

(ii) Key Management Personnel:

- Mr. Pushpendra Bansal & Mrs. Sangita Bansal

**(B) Transactions with related parties in ordinary course of Business:**

(Amount in ₹)

Sr. No.	Nature of Transaction	Enterprises in which KMP have significant influence	Key Management Personnel	Total
1	Management Fees	2,014,369 (2,070,000)	Nil (Nil)	2,014,369 (2,070,000)
2	Sale of Wine & Liquor	10,328,152 (Nil)	Nil (Nil)	10,328,152 (Nil)

**(C) Balances as on 31<sup>st</sup> March, 2018:**

3	Investment	14,630,000 (14,630,000)	NIL (NIL)	14,630,000 (14,630,000)
4	Payables	829,433 (1,582,253)	NIL (NIL)	829,433 (1,582,253)
5	Borrowing	NIL (NIL)	47,365,000 (47,365,000)	47,365,000 (47,365,000)

(Figures in brackets are for previous year)

**42.** There is no amount due and outstanding to “Investors Education and Protection Fund”.

**43.** Previous year figure(s) has/have been reclassified and or rearranged wherever necessary.

As per our Report of even date attached

**FOR K. K. HARYANI & CO.**  
Chartered Accountants

**KISHOR K. HARYANI**  
PROPRIETOR  
Membership No. 110780  
Firm Reg. No. 121950W

Place: Mumbai  
Date: 30th May, 2018

**For and on behalf of the Board of Directors**

**SANGITA BANSAL**  
Managing Director  
DIN: 01571275

**AMIT GARG**  
Director  
DIN: 00537267

**AJAY PAWAR**  
Chief Financial Officer

**RANJIT KUMAR SINGH**  
Company Secretary  
Membership No. A24381

**LORDS ISHWAR HOTELS LIMITED**

CIN: L55100GJ1985PLC008264

Reg. Off.: Hotel Revival, Near Sayaji Gardens, Kala Ghoda Chowk, University Road, Baroda – 390 002, Gujarat.

Tel: 0265 2793535/45, Fax: 0265 2792028, Email: [info@lordsishwar.com](mailto:info@lordsishwar.com), Website: [www.lordsishwar.com](http://www.lordsishwar.com)

**Form No. MGT-11**

**AGM-2018**

**PROXY FORM**

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

Name of the member(s):

Registered Address:

E-mail Id:

Folio No/ Client Id:

DP ID :

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

1. Name:-----  
Address:-----  
E-mail Id:----- Signature:----- or failing him/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 for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Tuesday, the 18<sup>th</sup> September, 2018 at 09.30 a.m. at Hotel Marvel Residency, Ajwa Road, Baroda – 390 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements		
2	Appointment of Mr. Mehinder Sharma as a Director liable to retire by rotation		
Special Business			
3	Appointment of Mrs. Sangita P. Bansal as Managing Director		
4	Alteration in Memorandum of Association of the Company to align with the Companies Act, 2013		

As witness my / our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder:----- Signature of Proxy:-----

Affix  
1 Rupee  
Revenue  
Stamp

**NOTE:**

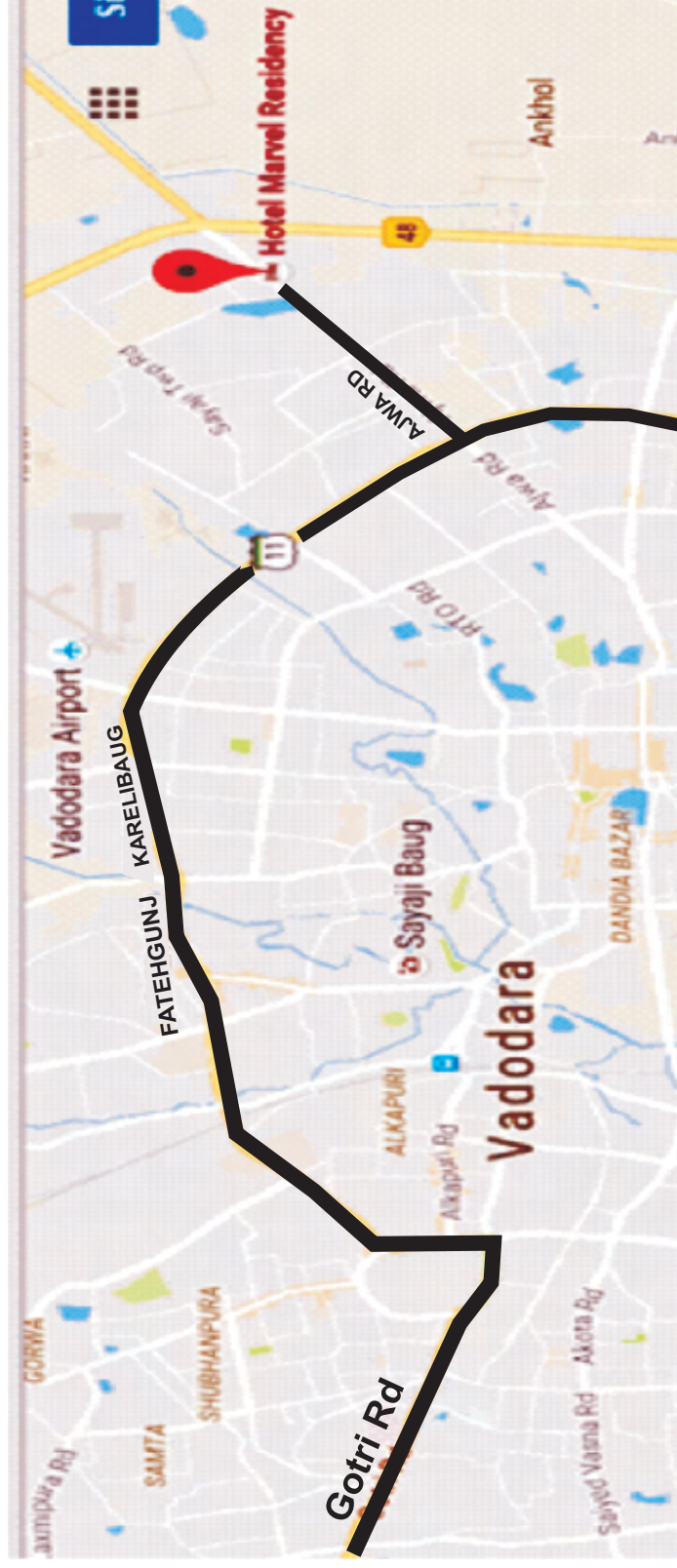
The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

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## Route Map to the Venue of the AGM





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Hotel Revival, Near Sayaji Garden,  
Kala Ghoda Chowk, University Road,  
Baroda, Gujarat - 390 002.