

33RD
ANNUAL REPORT
2018 - 2019

LORDS ISHWAR HOTELS LIMITED

COMPANY INFORMATION

Board of Directors

| | |
|---------------------|--------------------------------------|
| Mrs. Sangita Bansal | : Managing Director |
| 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

K K Haryani & Co, Chartered Accountants,
(Firm Reg. No. 121950W)
D/205-206, 2nd 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

NOTICE

NOTICE is hereby given that the **33rd ANNUAL GENERAL MEETING** of the members of **LORDS ISHWAR HOTELS LIMITED** will be held on **Friday, the 6th day of September, 2019** 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 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon.

2. Appointment of Mrs. Sangita Bansal as a Director liable to retire by rotation:

To appoint a Director in place of Mrs. Sangita Bansal (DIN: 01571275), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:**3. Re-appointment of Mr. Amit Nandkishore Garg (DIN: 00537267) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Amit Nandkishore Garg (DIN: 00537267), whose term as an independent director comes to an end on 7th September, 2019, and who being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, whose appointment is recommended by Nomination and Remuneration Committee of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 8th September, 2019 upto 7th September, 2024.”

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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 Saturday, 31st August, 2019 to Friday, 6th September, 2019 (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.", 1st 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", 1st 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) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from 1st April, 2019 except in case of request received for transmission or transposition of securities.
- 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:-
- a. The change in the residential status on return to India for permanent settlement.
 - b. 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 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 Company has provided a facility to Members to exercise their right to vote by electronic means (remote e-voting). The process and manner for remote e-voting are given in “Two Steps” in this Notice.
- (o) The members, whose names appear in the Register of members/list of beneficial owners as on Friday, 30th August, 2019, 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.
- (p) 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. 30th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- (q) 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. 30th August, 2019.
- (r) The Notice of the AGM along with the Annual Report 2018-19 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 2018-19 will also be available on the Company's website www.lordsishwar.com. Members can download it from this website address also.
- (s) 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 or re-appointment at the meeting are annexed herewith.
- (t) 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.
- (u) **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 or 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 3rd September, 2019 at 09:00 a.m. and ends on 5th September, 2019 at 05:00 p.m.
- (iv) A member may participate in the AGM even after exercising his/her 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:

Log-in to NSDL e-Voting System :

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 :

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

*** User Id and Password are provided in the Attendance Slip.**

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8

digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, 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:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

Cast your vote electronically on NSDL e-Voting system

1. 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 csmanshipatel@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:

Mr. Amit Nandkishore Garg (DIN: 00537267) is currently an Independent Director of the Company and Chairperson of the Audit Committee and Stakeholder's Relationship Committee of the Company. He was appointed as an Independent Director of the Company on 8th September, 2014 for a period of five consecutive years w.e.f. 8th September, 2014.

Mr. Amit Nandkishore Garg is eligible for re-appointment for a second term on the Board of the Company as an Independent Director, not liable to retire by rotation, effective from 8th September, 2019 to 7th September, 2024, subject to the approval of the Members by a Special Resolution. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Amit Nandkishore Garg as an Independent Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice from a member proposing his candidature for the office of a Director.

The Nomination and Remuneration Committee and Board of Directors at their meetings held on 27th July, 2019 on the basis of the report of performance evaluation of Independent Directors and considering his rich experience and expertise in accounts, finance and corporate matters and his valuable contribution to the Company, have recommended the re-appointment of Mr. Amit Nandkishore Garg as an Independent Director for a further period of 5 years from 8th September, 2019 to 7th September, 2024.

As per Section 149 of the Act, an Independent Director can hold office for a further period of 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Mr. Amit Nandkishore Garg that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) and Regulation 25 of the Listing Regulations. He has also confirmed that he has not been debarred or disqualified from being appointed or continued as a Director of the Company by Security Exchange Board of India/Ministry of Corporate Affairs or any such Statutory Authority. Mr. Amit Nandkishore Garg possesses appropriate skills, experience and knowledge; inter alia, in Hospitality Business.

In the opinion of the Board, Mr. Amit Nandkishore Garg fulfils the conditions for his re-appointment for the further period of 5 years as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations. Mr. Amit Nandkishore Garg is an independent of the management.

Copy of the draft letter for appointment of Mr. Amit Nandkishore Garg as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during the business hours between 11 a.m. to 01:00 p.m. and also available at the venue of AGM.

A brief profile of all the Directors including Mr. Amit Nandkishore Garg whose re-appointment has been proposed forms part of this Notice is annexed herewith.

Accordingly, your Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for your approval.

Except Mr. Amit Garg, none of the Directors / Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. He does not hold any equity share of the Company and he is not related to any other Director or KMP of the Company.

Place: Baroda

Date : 27th July, 2019

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 | Sangita P. Bansal | Amit Nandkishore Garg |
| DIN | 01571275 | 00537267 |
| Date of Birth (Age) | 13/12/1963 (54 years) | 28/05/1975(44 years) |
| Date of appointment | 08/09/2014 | 08/09/2014 |
| Experience and expertise/ brief Resume | 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. | Mr. Amit Garg possesses Graduate degree and having more than 15 years of practical experience in hotels industry. He is very instrumental in the procurement of hotel equipments and materials. |
| Qualification: | M.Phil | Graduate |
| Shareholding in Company | 12,50,650 Equity shares | Nil |
| Directorship in other entities as on 31.03.2019 | 1. H S India Ltd 2. SSSP Consultant and Techno Services Limited 3. Lords Institute of Management Pvt. Ltd. 4. P. R. Bansal Salt Industries Pvt. Ltd. 5. Sahyaadri Health Tourism Pvt. Ltd. 6. Lords Inn Hotels and Developers Ltd. | 1. Kesar Motels P. Ltd. 2. Sai Ram Krupa Hotels Private Limited 3. Samudra Salt Works Private Ltd. 4. P. R. Bansal Salt Industries Pvt. Ltd. 5. Lords Inn Hotels and Developers Ltd |
| Membership of Committee in other Public Ltd entities as on 31.03.2019 | NIL | NIL |
| No. of Board Meeting attended during the year | Four (4) out of Four (4) | Four (4) out of Four (4) |
| Nature of appointment | Director liable to retire by rotation | Independent Director |
| Remuneration payable | NIL | NIL |
| Relationships between directors inter-se | None | None |

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 33rd Annual Report of your Company together with the Audited Financial Statements and Auditors' Report for the year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS :

(In ₹)

| Particulars | 2018-2019 | 2017-2018 |
|-----------------------------|------------|-------------|
| Total Revenue | 86,463,833 | 70,035,020 |
| Net Profit Before Tax | 2,511,256 | 1,070,539 |
| Less: Current Tax | 500,000 | - |
| Deferred Tax | (266,134) | 3,069,957 |
| Net Profit/(Loss) after Tax | 2,277,390 | (1,999,418) |

OPERATIONS:

The total revenue of your company for the current year increased to Rs. 86,463,833/- as against of Rs. 70,035,020/- in the previous year. A net Profit after tax of Rs. 2,277,390/- for the year 2018-19 has been accounted as against of net loss after tax of Rs. 1,999,418/- in the previous year.

DIVIDEND:

In view of the carried forward losses, yours 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 AND COMMITMENTS:

There have been no material changes and commitment, affecting the financial positions of the Company which occurred between the end of the financial year ended to which the financial statements relate and the date of this report.

CHANGE IN THE NATURE OF BUSINESS:

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

BOARD MEETINGS:

During the financial year under review, Four (4) 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.

COMMITTEE MEETINGS:

The Board has duly constituted the Audit Committee and other Committees which are mandatory for your Company. 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.

POSTAL BALLOT:

During the financial year under review, no Resolution was passed through Postal Ballot.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs):

As on 31st March, 2019, your Company had Five (5) Directors, which include Three (3) Independent Directors, one (1) Non-Executive Director and one (1) Executive Director (Woman Director).

Mr. Mehinder Sharma, who retires by rotation and being eligible, was re-appointed as Director in the last Annual General Meeting of the Company held on 18th September, 2018.

Mrs. Sangita Bansal's appointment as Managing Director of the Company w.e.f. 13th February, 2018 for a period of Three (3) years was approved by the shareholders of the Company in its last Annual General Meeting held on 18th September, 2018.

During the year 2018-19, no Key Managerial Personnel was appointed in the Company. No Key Managerial Personnel or Director (including Independent Director) has resigned from the Company during the year 2018-19.

Mrs. Sangita Bansal, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment.

Mr. Amit Nandkishore Garg was appointed as an Independent Director of the Company on 8th September, 2014 w.e.f. 8th September, 2014 for a term of Five (5) years. Pursuant to Section 149 of the Companies Act, 2013, an Independent Director can hold office for two terms each of five consecutive years on the Board of a Company. Mr. Amit Nandkishore Garg holds office of first term of five consecutive years as an Independent Director upto 7th September 2019, and being eligible; his re-appointment is proposed as Non-Executive Independent Director to hold office for a second term of five consecutive years. On recommendation of Nomination and Remuneration Committee, the Board of Directors at their Board meeting held on 27th July, 2019 proposes the Special Resolution for your approval for his re-appointment as an Independent Director of the Company.

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 33rd Annual General Meeting.

Mrs. Sangita P. Bansal is Managing Director of the Company. Mr. Ajay Pawar is Chief Financial Officer and Mr. Ranjit Kumar Singh is Company Secretary of the Company 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 POLICY:

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.

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 31st March, 2019, 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 31st March, 2019 and of the profit 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 31st March, 2019 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 2018-19, 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. 3 of the Financial Statement.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:

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.

During the year, your Company has entered into material related party 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**.

Suitable disclosure as required under Ind-AS-24 has been made in Notes to the Financial Statement.

SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY:

No Company has become or ceased to be its Subsidiary, Joint Ventures or Associate Company during the year 2018-19 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:

Your Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013.

In terms of Schedule V read with Regulation 34(3) of SEBI (LODR) Regulation, 2015, disclosures relating to Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 are given as below:

| Sr. No. | Particulars | No. of complaints |
|---------|---|-------------------|
| 1 | Number of complaints filed during the financial year 2018-19 | NIL |
| 2 | Number of complaints disposed off during the financial year 2018-19 | NIL |
| 3 | Number of complaints pending as on 31.03.2019 | NIL |

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 efforts to closely monitor power consumption on daily basis so as to reduce wastage. The Company is also trying to find ways and means to reduce power consumption and thus reduce the overall energy cost.

Your Company is using PNG (Pipelines Natural Gas) in the Kitchen and other operational areas. Your Company is also using power savers in electric panels and in Guest Rooms with LED fittings. Your Company is also using DG set for utilising alternate sources of energy. 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 31st March, 2019.

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.

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 by the Central Government under Section 148(1) of the Companies Act, 2013.

DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS:

Your directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with.

CORPORATE GOVERNANCE:

In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a Corporate Governance Report is annexed as **Annexure-3**, forming 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. 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 and Custody Fees for the Financial Year 2019-20.

STATUTORY AUDITORS:

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

The Auditors in their report have referred to the notes forming part of the accounts. The said notes are self explanatory and do not contain any qualification, reservation or adverse remark or disclaimer. Also, no offence of fraud was reported by the Auditors of the Company under Section 143 (12) of the Act.

SECRETARIALAUDITOR:

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 2018-19. 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.

ANNUALSECRETARIALCOMPLIANCE REPORT:

Pursuant to the SEBI Circular No- CIR/CFD/CMD1/27/2019 dated 8th February, 2019, your Company has submitted the Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2019 issued by Mr. Manish R. Patel, Practicing Company Secretary, Surat with BSE Limited within the prescribed time period.

INTERNALAUDITORS:

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.

INTERNALFINANCIALCONTROLSYSTEMS & THEIRADEQUACY:

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.

INDUSTRIALRELATIONS:

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: 27th July, 2019

Registered Office:

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

SANGITABANSAL
Managing Director
DIN: 01571275

AMIT GARG
Director
DIN: 00537267

Form No. AOC-2

[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 into during the year ended 31st March, 2019, which were not arm's length basis.

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

| 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 Rs. Four Crore in each financial year. (During financial year 2018-19, sale of foreign liquor was of Rs. 1,058,324/-). | 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. One Crore and Ninety Lakh in each financial year. (During financial year 2018-19, sale of foreign liquor was of Rs. 17,715,377/-). | 10/04/2017 | Nil |

Note: Appropriate approval has been taken from Audit Committee and Board of Directors of the Company. The Company has also taken shareholders approval in the financial year 2017-18 for above material related party transactions. Details of all related part transactions have been disclosed in Notes to the Financial Statements for the year ended on 31st March, 2019.

Place: Baroda
Date: 27th July, 2019

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

For and on behalf of the Board of Directors

SANGITA BANSAL
Managing Director
DIN: 01571275

AMIT GARG
Director
DIN: 00537267

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Annexure - 2****BUSINESS ENVIRONMENT, INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The Indian tourism market is fast growing with immense potential due to the country's rich cultural and geographical diversity. It is one of the major sectors contributing to GDP of the country and is driven by steady economic growth. The Hotel segments are expected to drive growth of the industry in 2019, growing at a rate of 13.20%.

Tourism has now become a significant industry in India. It is a sun rise industry, an employment generator, a significant source of foreign exchange for the country. Tourism in India is the third largest foreign exchange earner of the country. The booming tourism industry has had a cascading effect on the hospitality sector with an increase in the occupancy ratios and average room rates.

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.

There are many regional, domestic and international factors which reduce tourist traffic and the business of the hotels. Lack of training man power is also a threat for the hotel industry. High tax structure as per GST does not appear to be conducive for the Hotel industry as it may affect the revenues of the Hotels.

The Government plans to develop tourism infrastructure across the country to provide a better tourism experience for tourists. Schemes such as Swadesh Darshan, PRASHAD, and Adopt a Heritage are expected to gain momentum and boost overall tourism growth. In order to project India as a 365 days tourist destination globally, the Ministry of Tourism is exploring newer destinations and also actively promoting under-developed tourism destinations through development of infrastructure and better connectivity. This is expected to create growth opportunities for different stakeholders such as hotels, restaurants, tour operators, etc.

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:

India is expected to lean towards domestic factors to drive its progress owing to a weak global economic environment. In FY 2019-20, India's economy is likely to grow by 7.2% (Source: RBI). The country's GDP growth will primarily be driven by continued momentum in private investment, as well as gross capital formation, growth in bank credit and strong financial flows to the commercial sector. Normal monsoon and lower oil prices will also augur well for the economy. However, India has been witnessing some downside on the domestic front since April 2019. Primarily, these were weakness in consumption led by automobiles and two-wheelers, reduction in non-banking financial companies credit funding, impact on exports from moderating global demand and political uncertainty in anticipation of general elections, which has led to mixed views on whether the downside is transient or structural.

The headwinds that the global economy is facing, including faster-than-anticipated deceleration in global growth, volatility in financial markets, geo-political events and worsening trade disputes could further impact businesses in developed markets as well as emerging markets and cause a plateauing of growth.

The hospitality industry is evolving with the advent of new technology and concepts. While technology plays a significant role as a differentiator in the industry, sustainable practices are growing fast to become a major determinant of success for tourism businesses.

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.

FINANCIAL AND OPERATIONAL PERFORMANCE:

The total Revenue during the year under review was Rs. 864.64 Lac as against Rs. 700.35 Lac during the previous Financial Year.

Your Company has registered Net Profit after Tax of Rs. 22.77 Lac as against Net Loss after Tax of Rs. 19.99 Lac during previous Financial Year.

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, 2019, was 45 employees.

DETAIL OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

- (i) Debtors Turnover Ratio decreased by 74.28% due to increase in debtors of the Company.
- (ii) Inventory Turnover Ratio increased by 86.57% as purchase cost of wine & liquor has increased due to increase in excise duty/import fee.
- (iii) Current Ratio decreased by 46.56% due to increase in Current liabilities of the Company.
- (iv) Operating Profit Margin (%) increased by 138.79 due to increase in operating profit of the Company.
- (v) Return on Net Worth of the Company increased due to increase in Net Worth during the financial year 2018-19.

DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

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 appraised 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 an Executive Promoter Director (Woman director), 1 (One) is Non-Executive Promoter Director and 3 (Three) are Non-Executive Independent Directors. More than half of the Board is Non- Executive Independent Directors.

Board Meetings held during the year:

4 (four) Board Meetings were held during the financial year 2018-19. Requisite Quorum was present throughout all the above Board meeting of the Company. The Maximum Gap between two Consecutive Board meeting does not exceed 120 days. The dates, on which the said meetings were held, are as follows:

| | | | |
|---|---------------------------------|---|---------------------------------|
| 1 | 30 th May, 2018 | 2 | 9 th August, 2018 |
| 3 | 14 th November, 2018 | 4 | 12 th February, 2019 |

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

| Name | Designation | Category | Attendance | | No. of Equity Shares Held as on 31.03.2019 |
|---------------------|-------------------|------------------------|---------------|-----------|--|
| | | | Board Meeting | Last AGM* | |
| Mrs. Sangita Bansal | Managing Director | Executive Promoter | 4 | Yes | 1,250,650 |
| Mr. Mehinder Sharma | Director | Non Executive Promoter | 4 | No | Nil |
| Mr. Amit Garg | Director | NED(I) | 4 | Yes | Nil |
| Mr. Virendra Mistry | Director | NED(I) | 4 | Yes | 1,500 |
| Mr. Manish Shah | Director | NED(I) | 4 | Yes | Nil |

NED(I) – Non Executive Director(Independent)

* The last AGM of the Company was held on Tuesday, the 18th September, 2018.

Name of other listed entities where directors of the Company are Directors and the category of Directorship.

| Name of the Director | Name of other Listed Companies in which the concerned Director is a Director | Category of Directorship |
|----------------------|--|--------------------------|
| Mrs. Sangita Bansal | H S India Limited | Non Executive Director |
| Mr. Mehinder Sharma | ANS Industries Ltd | Managing Director |
| Mr. Amit Garg | -- | -- |
| Mr. Virendra Mistry | -- | -- |
| Mr. Manish Shah | -- | -- |

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

| Name of the Director | No. of other Companies in which Director | | No. of other Committee position held | |
|----------------------|--|--------------------------|--------------------------------------|----------|
| | Unlisted Public Company | Unlisted Private Company | Member | Chairman |
| Mrs. Sangita Bansal | 2 | 3 | -- | -- |
| Mr. Mehinder Sharma | 1 | 13 | -- | -- |
| Mr. Amit Garg | 1 | 4 | -- | -- |
| Mr. Virendra Mistry | -- | 1 | -- | -- |
| Mr. Manish Shah | -- | -- | -- | -- |

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 2018-19. 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.

No Director is related to any other Director of the Company.

Skill/Expertise/Competence of the Board of Directors:

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to its Board and Committees.

In the context of the Company business and sector for it to function effectively, the company requires skills/expertise/competencies in the area of Finance, Regulatory, Strategy, Business Leadership, Technology, Sales and Marketing, Hospitality, Risk & Governance and Public Relations.

The Board is satisfied that its current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function properly.

All the Independent Directors have confirmed that they meet the criteria of Independence as lay down under the Act and the Listing Regulations.

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 12th February, 2019.

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.

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 2018-19, the Audit Committee met 4 (Four) times on 30th May, 2018, 9th August, 2018, 9th November, 2018 and 12th February, 2019. Requisite Quorum was present throughout all the above meetings. The Committee at these meetings, along with other business, reviewed the financial reporting system, financial & risk management policies, functioning of vigil mechanism, 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 | Designation | Category | No. of Meetings | |
|---------------------|-------------|------------------------------------|-----------------|----------|
| | | | 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 |

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 2018-19, Nomination and Remuneration Committee met 2 (Two) times on 9th August, 2018 and 12th February, 2019. Requisite Quorum was present throughout all the above meetings.

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 | 2 | 2 |
| Mr. Virendra Mistry | Member | Non-Executive Independent Director | 2 | 2 |
| Mr. Manish Shah | Member | Non-Executive Independent Director | 2 | 2 |

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. Non- Executive Independent Directors may receive sitting fees for attending 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 attending 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.

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 30th May, 2018, 9th August, 2018, 14th November, 2018 and 12th February, 2019. Requisite Quorum was present throughout all the above meetings.

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 financial year 2018-19, no investor complaint has been received by the Company. As on 31st March, 2019, no investor complaint was pending.

6. RISK MANAGEMENT COMMITTEE:

The Company has voluntarily 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. No such Committee meeting was held during the year 2018-19.

7. GENERAL BODY MEETINGS:

(A) General Meeting:

(i) Annual General Meeting:

| AGM for the year ended | Date and Time of AGM | Venue | Special Resolution |
|------------------------|--|---|--------------------|
| 2017-2018 | 18 th September, 2018 at 09.30 A.M. | Hotel Marvel Residency, Ajwa Road, Baroda – 39 0019 | Yes |
| 2016-2017 | 12 th September, 2017 at 09.30 A.M. | Hotel Marvel Residency, Ajwa Road, Baroda – 39 0019 | No |
| 2015-2016 | 13 th September, 2016 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 2018-19.

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

In 2017-18, one Special Resolution was passed at the AGM for alteration in Memorandum of Association of the Company to align with the Companies Act, 2013.

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

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

(C) Special Resolution through Postal Ballot:

- (i) Whether any Special Resolution passed last year through Postal Ballot: No
- (ii) Whether any Special Resolution is proposed to be conducted through Postal Ballot: No

8. MEANS OF COMMUNICATION:

The Quarterly results of the Company i.e. unaudited financial results accompanied with Limited Review Report for the first three quarters and Audited financial results along with the Auditors Report thereon for the last (fourth) quarter is submitted online with BSE Ltd and get published them in the prescribed format in Financial Express (Gujarati and English) a leading News paper and the same are being submitted with BSE Ltd also.

The Company normally gets published financial results and other communications to the shareholders in the above newspapers.

The Company maintains a functional website where the prescribed information as per Companies Act and Listing Regulations, are being displayed on the website of the Company www.lordsishwar.com. The Company does not display official news releases or make presentation for the institutional investor or the analysis as it is not relevant for the Company at present.

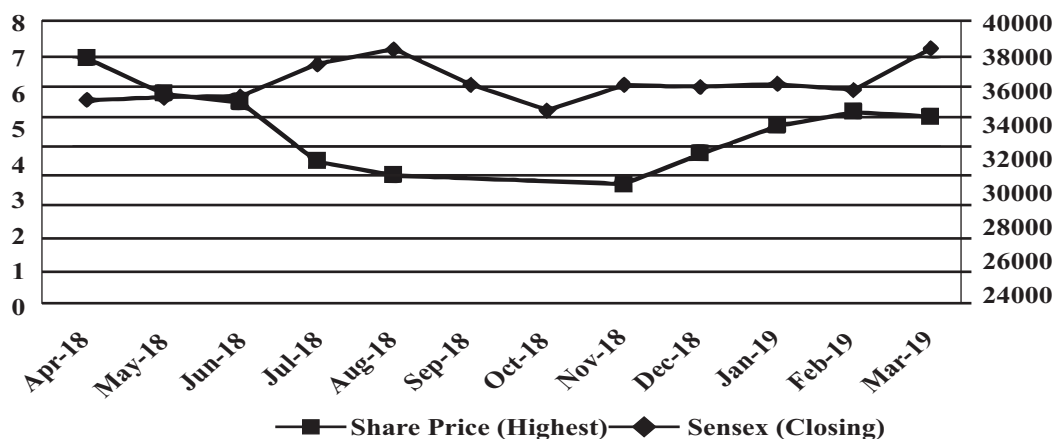
All periodicals compliance like shareholding pattern, Corporate Governance Report, Financial Results etc is also being filed electronically with online portal “BSE Listing Centre”.

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

9. GENERAL SHAREHOLDER INFORMATION:

| | | | |
|------------|------------------------------------|---|--------------|
| i | Annual General Meeting | 33 rd Annual General Meeting | |
| | Day, Date and Time Venue | Friday, 6 th September, 2019 at 09:30 a.m. Hotel Marvel Residency, Ajwa Road, Baroda- 390019, Gujarat | |
| ii | Financial Year | 1 st April 2018 to 31 st March, 2019 | |
| 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 and 2019-20. | |
| v | BSE Limited – Scrip Code ISIN : | 530065 / LORDSHOTL INE689J01013 | |
| vi | Market Price Data | BSE Limited | |
| | Month & Year | High ₹ | Low ₹ |
| | April, 2018 | 7.01 | 5.82 |
| | May, 2018 | 5.80 | 5.53 |
| | June, 2018 | 5.51 | 3.50 |
| | July, 2018 | 3.48 | 3.16 |
| | August, 2018 | 3.01 | 2.45 |
| | September, 2018 | - | - |
| | October, 2018 | - | - |
| | November, 2018 | 2.70 | 2.33 |
| | December, 2018 | 3.75 | 2.83 |
| | January, 2019 | 4.70 | 3.93 |
| | February, 2019 | 5.13 | 4.93 |
| | March, 2019 | 5.00 | 4.30 |

vii. Share Price Performance in comparison to BSE SENSEX:
(April, 2018 to March, 2019)



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: sandeep@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.

A half yearly compliance certificate under Regulation 7(3) of the Listing Regulations, jointly signed by Compliance Officer and RTA, certifying that all the above said activities are being carried out by RTA, is regularly submitted to BSE Limited.

x. (a) Distribution of shareholding as on 31st March, 2019:

| No. of Equity Shares held | No. of Shareholders | % of Shareholders | No. of Shares held | % of Shareholding |
|---------------------------|---------------------|-------------------|--------------------|-------------------|
| Up to 500 | 1,283 | 64.15 | 364,722 | 4.88 |
| 501 – 1000 | 338 | 16.90 | 254,110 | 3.40 |
| 1001 - 2000 | 180 | 9.00 | 259,829 | 3.48 |
| 2001 - 3000 | 87 | 4.35 | 231,812 | 3.10 |
| 3001 - 4000 | 26 | 1.30 | 91,978 | 1.23 |
| 4001 - 5000 | 20 | 1.00 | 94,691 | 1.27 |
| 5001 - 10000 | 26 | 1.30 | 200,609 | 2.69 |
| 10001 & Above | 40 | 2.00 | 5,972,249 | 79.95 |
| Total | 2,000 | 100.00 | 7,470,000 | 100.00 |
| Physical Mode | 1,555 | 77.75 | 2,407,400 | 32.23 |
| Electronic Mode | 445 | 22.25 | 5,062,600 | 67.77 |
| Total | 2,000 | 100.00 | 7,470,000 | 100.00 |

x. (b) Categories wise Shareholding as on 31st March, 2019:

| Category of Shareholders | No. of Shares held | % of Shareholding |
|--|--------------------|-------------------|
| Promoter & Promoter Group (A) | | |
| Indian | 4,081,000 | 54.63 |
| Foreign | NIL | NIL |
| Sub-Total (A) | 4,081,000 | 54.63 |
| Public Shareholding (B) | | |
| Resident Individuals | 2,567,854 | 34.38 |
| Bodies Corporate | 304,900 | 4.08 |
| Financial Institutions/ Banks/Mutual Funds | 260,200 | 3.48 |
| NRI's/OBC's/Foreign National | 250,546 | 3.35 |
| Clearing Member | 4,000 | 0.06 |
| Director (Non-promoter) | 1,500 | 0.02 |
| Sub-Total (B) | 3,389,000 | 45.37 |
| Shares held by custodians and against which Depository Receipt has been issued (C) | NIL | NIL |
| GRAND TOTAL(A+B+C) | 7,470,000 | 100.00 |

xi. Dematerialization of Shares: 5,062,600 Equity Shares comprising 67.77% of the issued & Paid up Equity Shares of the Company stand dematerialized & available for trading at BSE Limited as on 31st March, 2019.

xii. Outstanding GDRs/ DRs/Warrants: As of 31st March, 2019, 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: (Lords Ishwar Hotels Limited) 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andher (E), Mumbai – 400059 E-mail: sandeep@bigshareonline.com Tel. No. 022- 62638200, Fax No. 022-62638299 | The Company Secretary, Lords Ishwar Hotels Ltd. Hotel Revival, Near Sayaji Gardens, Kala Ghoda Chowk, Baroda – 390002, Gujarat Email: info@lordsishwar.com Tel: 0265 2793535/45 |
|---|--|

xv. Commodity price risk of foreign exchange risk and hedging activities:

The Company follow advance payment system while importing consumable/consumer goods. Therefore there is no commodity price risk or foreign risk as such involved.

xvi. Credit ratings:

During the financial year ended 31st March, 2019, the Credit ratings provisions are not applicable to our Company.

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 of the Company which have potential conflict with the interest of the

Company at large. Details of all related party transactions are disclosed in the notes to the Financial Statements.

- (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, SEBI and Statutory authorities on all matters related to Capital Markets, as applicable, during the last three years. No strictures or penalties were imposed on the Company by these authorities.
- (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 applicable requirements of the Listing Regulations. The Company has adopted a suitable reporting system on compliance of all major laws applicable to the Company, which is placed before the Board of Directors of the Company at its periodic meeting.
- (e) The Company has not adopted non-mandatory requirements of the Listing regulations.
- (f) The Company has no subsidiary, so policy on material subsidiary is not applicable.
- (g) Policy on dealing with related party transactions is uploaded on the Company's website www.lordsishwar.com.
- (h) During the financial year ended 31st March, 2019, the Company has not raised any money through preferential allotment or qualified institutions placement specified under Regulation 32(7A).
- (i) A Certificate from a Company Secretary in practice regarding debar or disqualification of Directors of the Company has been annexed in this Annual Report elsewhere.
- (j) The Board has accepted all recommendation of all its Committees of the Boards in the financial year ended 31st March, 2019.
- (k) Total fees for all services paid by the Company to M/s K. K. Haryani & CO., Statutory Auditor:-Rs.90,000/-.
- (l) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is furnished in the Directors' Report of this Annual Report.

11. All requirements of Corporate Governance report of sub para 2 to 10 mentioned in Schedule V of SEBI (LODR) Regulations, 2015 have been duly complied with.

12. DISCRETIONARY REQUIREMENTS:

- (i) The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairperson is not applicable to the Company since the Company has no Chairperson.
- (ii) The Company's financial results are published in the newspapers and also posted on its own website www.lordsishwar.com. Hence, the financial results are not sent to the shareholders.
- (iii) There are no modified opinions in Audit report.
- (iv) The Company has appointed Managing Director in the Company only. There is no Chairperson in the Company.
- (v) The Company's Internal Auditor has the access of reporting directly to the Audit Committee.

13. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE:

The Company has complied with the requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing regulation for the purpose of Corporate Governance. A Compliance certificate dated 27th July, 2019, obtained from M/s. K. K Haryani & Co., Chartered Accountants, Bharuch, is being annexed with this Annual Report.

14. CERTIFICATE FROM PRACTICING COMPANY SECRETARY FOR NON-QUALIFICATION OF DIRECTORS:

A Certificate from Practicing Company Certificate regarding non-qualification of Directors is annexed as **Annexure -7** with this Annual Report.

15. CODE OF CONDUCT:

The Board has laid down a code of conduct for Board Members and Senior Management Personnel of the Company. The Board Members and Senior Management Personnel 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).

16. 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 to the Annual Report.

17. 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.

18. 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 2018-19 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

(Rs. In Lakh)

| Sr. No. | Name of Directors/KMP and Designation | Remuneration of Director/KMP for the financial year 2018-19 | % increase in Remuneration in the financial year 2018-19 | 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 | 8.37 | - | N.A |
| 3 | Mr. Ranjit Kumar Singh Company Secretary | 7.23 | 6.15% | N.A. |

* Mr. Ajay S. Pawar was appointed w.e.f 13/02/2018 and his remuneration was only for less than two months for financial year 2017-18, hence % increase in remuneration in the financial year 2018-19 can't be calculated.

- (ii) The Median Remuneration of employees of the Company for the financial year 2018-19 was Rs.1.44 Lakh.
- (iii) In the financial year 2018-19, there was an increase of 25.39% in the median remuneration of employees. For this, we have excluded employees who were not eligible for an increment.
- (iv) There were 45 permanent employees on the rolls of Company as on 31st March, 2019.
- (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 2018-19 was 7.10% and there is no managerial remuneration to its Managing Director, so its comparison cannot be made.

- (v) **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.

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 31st March, 2019

I. REGISTRATION AND OTHER DETAILS:

| | | |
|-------|---|---|
| i. | CIN | L55100GJ1985PLC008264 |
| ii. | Registration Date | 14 th 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 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: sandeep@bigshareonline.com Tel. No. 022- 62638212, 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:-

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1 | Room | 55101 | 37.68 |
| 2 | Restaurant | 56101 | 8.25 |
| 3 | Banquets and others | 56210 | 9.59 |
| 4 | Wholesale –Wine & Liquor | 46308 | 31.60 |
| 5 | Retail Sale-Wine & Liquor | 47221 | 12.88 |

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 | |
| A. Promoter/ Promoter Group | | | | | | | | | |
| 1. Indian | | | | | | | | | |
| Individuals/ Hindu Undivided Family | 1252650 | 0 | 1252650 | 16.77 | 1347650 | 0 | 1347650 | 18.04 | 1.27 |
| 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 |
| Sub Total(A)(1) | 3986000 | 0 | 3986000 | 53.36 | 4081000 | 0 | 4081000 | 54.63 | 1.27 |
| 2. Foreign | | | | | | | | | |
| Individuals (Non-Residents Individuals) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 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 |
| Sub Total(A)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Shareholding of Promoter and Promoter Group (A)= A(1)+(A)(2) | 3986000 | 0 | 3986000 | 53.36 | 4081000 | 0 | 4081000 | 54.63 | 1.27 |
| B. Public shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| Mutual Funds/ UTI | 0 | 260000 | 260000 | 3.48 | 0 | 260000 | 260000 | 3.48 | 0 |
| Financial Institutions/ Banks | 1500 | 200 | 1700 | 0.02 | 0 | 200 | 200 | 0 | (0.02) |
| 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 |
| Sub-Total (B)(1) | 1500 | 260200 | 261700 | 3.50 | 0 | 260200 | 260200 | 3.48 | (0.02) |
| 2. Non-institutions | | | | | | | | | |
| Bodies Corporate | 48836 | 261400 | 310236 | 4.15 | 48200 | 256700 | 304900 | 4.08 | (0.07) |
| Individuals | | | | | | | | | |
| i. Individual shareholders holding nominal share capital up to Rs 1 lakh | 294814 | 924100 | 1218914 | 16.32 | 360705 | 889400 | 1250105 | 16.74 | 0.42 |

| 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. | 572654 | 821100 | 1393754 | 18.66 | 531849 | 785900 | 1317749 | 17.64 | (1.02) |
| Qualified Foreign Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| Clearing member | 0 | 0 | 0 | 0 | 4000 | 0 | 4000 | 0.06 | 0.06 |
| 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 | 35346 | 215200 | 250546 | 3.35 | (0.64) |
| Sub-Total (B)(2) | 973500 | 2248800 | 3222300 | 43.14 | 981600 | 2147200 | 3128800 | 41.89 | (1.25) |
| Total Public (B)= (B)(1)+(B)(2) | 975000 | 2509000 | 3484000 | 46.64 | 981600 | 2407400 | 3389000 | 45.37 | (1.27) |
| TOTAL (A)+(B) | 4961000 | 2509000 | 7470000 | 100.00 | 5062600 | 2407400 | 7470000 | 100.00 | 0 |
| (C) Shares held by Custodian GDRs / ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| GRAND TOTAL(A+B+C) | 4961000 | 2509000 | 7470000 | 100.00 | 5062600 | 2407400 | 7470000 | 100.00 | 0 |

(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 Private Ltd | 1250750 | 16.74 | 0 | 1250750 | 16.74 | 0 | 0 |
| 3 | Sangita P. Bansal | 1250650 | 16.74 | 0 | 1250650 | 16.74 | 0 | 0 |
| 4 | Pushpendra R. Bansal | 2000 | 0.03 | 0 | 97000 | 1.30 | 0 | 1.27 |
| Total | | 3986000 | 53.36 | 0 | 4081000 | 54.63 | 0 | 1.27 |

(iii) Change in Promoters' Shareholding:

| Sr. No. | Name of the Promoter | Shareholder at the beginning of the year (01-04-2018) | | Date | Increase/ Decrease in Share holding | Reason | Cumulative Shareholding during the year (01-04-2018 to 31-03-2019) | |
|---------|---|---|----------------------------------|------------|-------------------------------------|-----------|--|----------------------------------|
| | | 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 | 01.04.2018 | -- | -- | 2000 | 0.03 |
| | | | | 23.10.2018 | 95000 | Purchase | 97000 | 1.30 |
| | | | | 31.03.2019 | -- | -- | 97000 | 1.30 |

(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 (01-04-2018) | | Date | Increase / Decrease in Share holding | Reason | Cumulative Shareholding during the year (01-04-2018 to 31-03-2019) | |
|---------|---|---|----------------------------------|------------|--------------------------------------|-----------|--|----------------------------------|
| | | 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 | 2.81 | 01.04.2018 | -- | -- | 259800 | 2.81 |
| | | | | 21.06.2018 | 24000 | Sale | 185800 | 2.49 |
| | | | | 31.03.2019 | -- | -- | 185800 | 2.49 |
| 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 | 01.04.2018 | -- | -- | 95000 | 1.27 |
| | | | | 23.10.2018 | 95000 | Sale | -- | -- |
| | | | | 31.03.2019 | -- | -- | -- | -- |
| 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 (01-04-2018) | | Date | Increase / Decrease in Share holding | Reason | Cumulative Shareholding during the year (01-04-2018 to 31-03-2019) | |
|---------|--|--|----------------------------------|------|--------------------------------------|-----------|--|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1 | Mrs. Sangita P. Bansal (Managing Director) | 1250650 | 16.74 | -- | -- | No Change | 1250650 | 16.74 |
| 2 | Mr. Mehinder Sharma (Director) | 0 | 0.00 | -- | -- | No Change | 0 | 0.00 |
| 3 | Mr. Virendra Mistry (Director) | 1500 | 0.02 | -- | -- | No Change | 1500 | 0.02 |
| 4 | Mr. Amit Garg (Director) | 0 | 0.00 | -- | -- | No Change | 0 | 0.00 |
| 5 | Mr. Manish Shah (Director) | 0 | 0.00 | -- | -- | No Change | 0 | 0.00 |
| 6 | Mr. Ranjit Kumar Singh (Company Secretary) | 0 | 0.00 | -- | -- | No Change | 0 | 0.00 |
| 7 | Mr. Ajay S. Pawar (CFO) | 0 | 0.00 | -- | -- | No Change | 0 | 0.00 |

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 01.04.2018) | | | | |
| 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 |
| Total (i+ii+iii) | 0 | 47,365,000 | 0 | 47,365,000 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | 0 | 0 | 0 | 0 |
| • Reduction | 0 | (4,700,000) | 0 | (4,700,000) |
| Net change | 0 | (4,700,000) | 0 | (4,700,000) |
| Indebtedness at the end of the financial year (As on 31.03.2019) | | | | |
| i) Principal amount | 0 | 42,665,000 | 0 | 42,665,000 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 42,665,000 | 0 | 42,665,000 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

| S. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount (Rs.) |
|--------|--|---|--------------------|
| | | Mrs. Sangita Bansal (Managing Director) | |
| 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 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | | |
| | - as % of profit | - | - |
| | - others, specify | - | - |
| 5 | Others, please specify | - | - |
| | Total (A) | - | - |

B. Remuneration to other directors:

| S. No. | Particulars of Remuneration | Name of Directors | | | Total Amount (Rs.) |
|----------|--|---------------------|---------------------|-----------------|--------------------|
| 1 | Independent Directors | Mr. Amit Garg | Mr. Virendra Mistry | Mr. Manish Shah | |
| | Fee for attending Board Committee meetings | - | - | - | - |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (1) | - | - | - | - |
| 2 | Other Non-Executive Directors | Mr. Mehinder Sharma | | | |
| | Fee for attending board committee meetings | - | - | - | - |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (2) | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - |
| | Total Managerial Remuneration (A+B) | - | - | - | - |

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

(In Rs.)

| SI. No. | Particulars of Remuneration | Key managerial Personnel other than MD/WTD / Manager | | | |
|---------|---|--|--|-------------------------|------------------|
| | | CEO | Mr. Ranjit Kumar Singh (Company Secretary) | Mr. Ajay S. Pawar (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 | 723,252 | 837,000 | 1,560,252 |
| 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 |
| | Total | 0 | 723,252 | 837,000 | 1,560,252 |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

There were no Penalties/Punishment/ Compounding offences during the year ended on 31st March, 2019.

For and on behalf of the Board of Directors

Place: Baroda
Date: 27th July, 2019

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 31ST MARCH, 2019

[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 **31st March, 2019**, 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 **31st March, 2019** 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 there under 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 (ICSI),
- (ii) The Listing Agreement entered into by the Company with Stock Exchange 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.

Place: Surat
Date: 27th July, 2019

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.

Annexure A

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.
7. I further, report that the Compliance by the Company of applicable Financial Laws like Direct and Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Place: Surat
Date: 27th July, 2019

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

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Lords Ishwar Hotels Limited having CIN L55100GJ1985PLC008264 and having Registered office at Hotel Revival, Near Sayaji Gardens, Kala Ghoda Chowk, University Road, Baroda– 390 002, Gujarat (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of Appointment in the Company |
|---------|--------------------------------|----------|------------------------------------|
| 1 | Mrs. Sangita Pushpendra Bansal | 01571275 | 08/09/2014 |
| 2 | Mr. Mehinder Sharma | 00036252 | 30/04/2007 |
| 3 | Mr. Amit Nandkishore Garg | 00537267 | 01/03/2006 |
| 4 | Mr. Virendra Parasram Mistry | 07411998 | 13/02/2016 |
| 5 | Mr. Manish Jitendra Shah | 06970855 | 01/10/2016 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Surat
Date: 27/07/2019

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 31st March, 2019. The Code is posted on the Company's website www.lordsishwar.com.

For LORDS ISHWAR HOTELS LIMITED

Place: Baroda
Date: 27th July, 2019

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 31st March, 2019 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 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: 27th July, 2019

SANGITA P. BANSAL
Managing Director
DIN: 01571275

AJAY PAWAR
Chief Financial Officer

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 **31st March, 2019**, 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

Place: Baroda
Date: 27th July, 2019

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

INDEPENDENT AUDITORS' REPORT

To
The Members of
LORDS ISHWAR HOTELS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Lords Ishwar Hotels Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, the profit and total comprehensive income, changes in equity and its Cash Flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| S.No. | Key Audit matter | Auditor's Response |
|-------|--|--|
| 1. | Revenue Recognition To ensure accuracy of recognition, measurement, presentation and disclosures of revenues and related accounts | Principal Audit Procedure <ul style="list-style-type: none"> We have assessed the Company's internal controls surrounding its revenue transactions; We tested the key controls identified, We performed substantive detail testing by selecting a sample of revenue transactions that we considered appropriate to test the evidence of effectiveness of the internal controls and adherence to accounting policies in recognising the revenue, and the rebates and discounts there against. |
| 2. | Tax liabilities including MAT Credit Evaluation of uncertain tax positions: The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. | Principal Audit Procedures <ul style="list-style-type: none"> Obtained details of completed tax assessments, demands and appeals there against as at March 31, 2019. Review the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes, based on legal and other precedents in evaluating management's position on these uncertain tax positions. |

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and

(ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 including other comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
 - d) in our opinion, the aforesaid Standalone financial Statements comply with the Ind AS specified under Section 133 of the Act, read with the Rules made there under and in force for the time being;
 - e) on the basis of written representations received from the Directors as on 31st March, 2019, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanation given to us, Company is not paying any remuneration to its Directors including Managing Director.

- h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors') Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements.
- ii. The Company 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

Place: Mumbai
Date: 30th May, 2019

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

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 31st of March, 2019 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

(CA. Kishor Haryani)

(proprietor)

Membership No. 110780

Place: Mumbai

Date: 30th May, 2019

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 31st March, 2019 in conjunction with our audit of the Standalone financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 31st March, 2019, 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: 30th May, 2019

AUDITED BALANCE SHEET AS AT 31ST MARCH, 2019

| Particulars | Note No. | As at 31.03.2019 (₹) | As at 31.03.2018 (₹) |
|---|----------|----------------------|----------------------|
| <u>ASSETS</u> | | | |
| Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 2 | 6,45,96,607 | 6,75,33,061 |
| (b) Financial Assets | | | |
| (i) Investments | 3 | 1,46,30,000 | 1,46,30,000 |
| (ii) Other Financial Assets | 4 | 15,77,937 | 3,77,937 |
| Current Assets | | | |
| (a) Inventories | 5 | 71,58,771 | 1,29,42,327 |
| (b) Financial Assets | | | |
| (i) Trade Receivables | 6 | 1,08,23,609 | 6,04,098 |
| (ii) Cash and Cash Equivalents | 7 | 58,34,220 | 25,75,280 |
| (c) Other Current Assets | 8 | 41,89,736 | 62,31,547 |
| Total Assets | | 10,88,10,880 | 10,58,94,250 |
| <u>EQUITY AND LIABILITIES</u> | | | |
| <u>EQUITY</u> | | | |
| (a) Equity Share Capital | 9 | 7,47,00,000 | 7,47,00,000 |
| (b) Other equity | 10 | (2,08,40,244) | (2,33,06,966) |
| <u>LIABILITIES</u> | | | |
| Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 11 | 4,26,65,000 | 4,73,65,000 |
| (b) Provisions | 12 | 1,13,983 | 70,151 |
| (c) Deferred Tax Liabilities (net) | 13 | 28,03,823 | 30,69,957 |
| Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Trade Payables | | | |
| (A) Total outstanding dues of micro enterprises and small enterprises | | - | - |
| (B) total outstanding dues of creditors other than micro and small enterprises | 14 | 33,43,132 | 19,10,653 |
| (ii) Other financial liabilities | 15 | 11,41,452 | 9,26,473 |
| (b) Other current liabilities | 16 | 43,51,613 | 8,98,069 |
| (c) Provisions | 17 | 5,32,121 | 2,60,913 |
| Total Equity and Liabilities | | 10,88,10,880 | 10,58,94,250 |
| The Significant Accounting Policies and accompanying Notes form an integral part of the financial statements. | 1 to 43 | | |

As per our Report of even date
FOR K. K. HARYANI & CO.
Chartered Accountants

For and on behalf of the Board of Directors

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, 2019

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, 2019

| Particulars | Note No. | Year ended 31.03.2019 (₹) | Year ended 31.03.2018 (₹) |
|---|-----------|---------------------------|---------------------------|
| I. Revenue from operations | 18 | 8,64,41,495 | 6,98,08,751 |
| II. Other Income | 19 | 22,338 | 2,26,269 |
| III. Total Revenue(I+II) | | 8,64,63,833 | 7,00,35,020 |
| IV. Expenses: | | | |
| Food and Beverages Consumed | 20 | 54,59,964 | 45,12,431 |
| Purchase of Stock in Trade | 21 | 2,84,47,110 | 2,28,40,460 |
| Change in inventories of Stock in Trade | 22 | 45,27,530 | 13,36,421 |
| Employee Benefits Expense | 23 | 1,66,92,895 | 1,53,95,549 |
| Finance Costs | | - | - |
| Depreciation and Amortization Expense | 2 | 30,43,969 | 32,51,643 |
| Power and Fuel | 24 | 55,50,726 | 55,42,785 |
| Other Operating and General Expenses | 25 | 2,02,30,383 | 1,60,85,192 |
| Total Expenses | | 8,39,52,577 | 6,89,64,481 |
| V. Profit before exceptional and extraordinary Items and Tax | | 25,11,256 | 10,70,539 |
| VI. Exceptional Items | | - | - |
| VII. Profit before extraordinary Items and Tax | | 25,11,256 | 10,70,539 |
| VIII. Extraordinary Items | | - | - |
| IX. Profit before Tax | | 25,11,256 | 10,70,539 |
| X. Tax Expense: | | | |
| (a) Current tax | | 5,00,000 | - |
| (b) Deferred tax | | (2,66,134) | 30,69,957 |
| XI. Profit/(Loss) for the Period after Tax | | 22,77,390 | (19,99,418) |
| XII. Other Comprehensive Income | | 1,89,332 | 83,352 |
| XIII. Total Comprehensive Income for the period | | 24,66,722 | (19,16,066) |
| XIV. Earnings per Equity share | | | |
| (1) Basic | 40 | 0.30 | (0.26) |
| (2) Diluted | | 0.30 | (0.26) |

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, 2019

For and on behalf of the Board of Directors

SANGITA BANSAL
Managing Director
DIN: 01571275

AJAY PAWAR
Chief Financial Officer

AMIT GARG
Director
DIN: 00537267

RANJIT KUMAR SINGH
Company Secretary
Membership No. A24381

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

| | Year ended 31.03.2019 | | Year ended 31.03.2018 | |
|---|-----------------------|-------------|-----------------------|-------------|
| | (₹) | (₹) | (₹) | (₹) |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net Profit as per Statement of Profit & Loss before Tax | | 25,11,256 | | 10,70,539 |
| Adjustments for: | | | | |
| Depreciation | 30,43,969 | | 32,51,643 | |
| Other Comprehensive Income | 1,89,332 | | - | |
| Interest Paid | - | | - | |
| Provision for Income Tax | (5,00,000) | | - | |
| | | 27,33,301 | | 32,51,643 |
| | | 52,44,557 | | 43,22,182 |
| Operating Profit Before Working Capital Changes | | | | |
| Working Capital Changes: | | | | |
| (Increase)/Decrease in Inventories | 57,83,556 | | (6,48,560) | |
| (Increase)/Decrease in Trade Receivables | (1,02,19,511) | | 10,19,886 | |
| (Increase)/Decrease in Other Current Assets | 20,41,811 | | 19,90,211 | |
| (Increase)/Decrease in Other Financial Assets | (2,00,000) | | 4,08,031 | |
| Increase/(Decrease) in Other Financial Liabilities | 2,14,979 | | 9,26,473 | |
| Increase/(Decrease) in Other Current Liabilities | 34,53,544 | | 5,39,955 | |
| Increase/(Decrease) in Provisions | 3,15,040 | | 2,66,564 | |
| Increase/(Decrease) in Trade Payables | 14,32,479 | | (58,77,897) | |
| | | 28,21,898 | | (13,75,337) |
| Cash Generated from Operations | | 80,66,455 | | 29,46,845 |
| Taxes Paid(Net) | | - | | - |
| Net Cash Flow from Operating Activities | | 80,66,455 | | 29,46,845 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of Fixed Assets / Capital Work-in-Progress | | (1,07,515) | | (4,42,506) |
| Net Cash flow From Investing Activities | | (1,07,515) | | (4,42,506) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Proceeds/(Repayment) from/of long term borrowings | | (47,00,000) | | - |
| Interest Paid | | - | | - |
| Net Cash Flow From Financing Activities | | (47,00,000) | | - |
| Net Cash Flow During The Year (A+B+C) | | 32,58,940 | | 25,04,339 |
| OPENING CASH AND CASH EQUIVALENTS | 25,75,280 | | 70,941 | |
| CLOSING CASH AND CASH EQUIVALENTS | 58,34,220 | | 25,75,280 | |
| Net Increase/(Decrease) in Cash and Cash Equivalents | | 32,58,940 | | 25,04,339 |

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, 2019

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

STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2019**A. Equity Share Capital**

Equity Shares of Rs. 10/- each, issued, subscribed and fully paid up

| Particulars | Equity shares | |
|---|----------------|-----------------|
| | No. of shares | Amount (Rs.) |
| As at 31.03.2018 | 7470000 | 74700000 |
| Change in Equity shares during the year | - | - |
| As at 31.03.2019 | 7470000 | 74700000 |

B. Other Equity

(In Rs.)

| Particulars | Reserve and Surplus | | | | Other Comprehensive Income | | Total |
|---|---------------------|--------------------|----------------|----------------------|---|---|----------------------|
| | Capital Reserve | Securities Premium | Other Reserves | Retained Earnings | Equity instruments through other comprehensive income | Other items of other comprehensive income | |
| As at 31.03.2018 | 36,61,500 | | | (2,69,68,466) | - | - | (2,33,06,966) |
| Change in equity for the year ended March 31, 2019 | - | - | - | - | - | - | - |
| Shares issued during the year | - | - | - | - | - | - | - |
| Profit for the period | - | - | - | 22,77,390 | - | - | 22,77,390 |
| Dividend | - | - | - | - | - | - | - |
| Corporate Dividend Tax | - | - | - | - | - | - | - |
| Re-measurement of defined benefit Liability, net of tax | - | - | - | - | - | 1,89,332 | 1,89,332 |
| Profit transferred to general reserve | - | - | - | - | - | - | - |
| As at 31.03.2019 | 36,61,500 | - | - | (2,46,91,076) | - | 1,89,332 | (2,08,40,244) |

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**AJAY PAWAR**
Chief Financial Officer**RANJIT KUMAR SINGH**
Company Secretary
Membership No. A24381Place: Mumbai
Date: 30th May, 2019

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. 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.

iii. 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.

iv. 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.

v. 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 realizable value, whichever is lower.

During the year under review, the Company has changed its valuation of inventory policy from inclusive method to exclusive method.

vi. Trade receivables:

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

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. Trade Payables and other Payables:

This amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other Payables are presented as Current Liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

ix. Revenue Recognition:

Revenue is recognized on rendering of services and/or sale of goods, net of returns and trade discounts. Sales of goods are

recognized 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.

x. Other Income:

Other Income is comprised primarily of non operative income.

xi. Borrowing Cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalized 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.

xii. 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 recognized as at 1st April, 2016 measured as per previous GAAP.

xiii. Employee Benefits:

a. Defined Contribution Plan:

Company's contribution towards Provident Fund, Employees State Insurance Corporation and Labour Welfare Fund are recognized in the Statement of Profit and Loss.

b. Defined Benefit Plan:

Gratuity:

Gratuity to employees is covered under Group Gratuity Life Assurance Scheme. At the reporting date, Company's liability towards gratuity is determined by independent actuarial valuation using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Obligation is measured at the present value of estimated future cash flows using a discount rate that is determined by reference to market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation as an expense in its statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Re-measurement, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurement is not reclassified to profit or loss in subsequent periods.

Privilege Leave benefits:

At the reporting date, Company's liability towards Privilege Leave benefits is determined by an independent actuary using the Projected Unit Credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Actuarial gain and losses are recognized in the Statement of Profit and Loss as income or expense.

xiv. 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.

xv. 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 recognized 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 recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized 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 utilized, 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 utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized 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.

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 recognizing impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

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.

xvii. Key accounting estimates and judgements:

The preparation of the company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key estimates and associated assumptions concerning the future and other key sources of estimate uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

a. Income taxes

Deferred tax assets are recognised for unused tax losses/MAT carry forward to the extent is possible that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies including amount expected to be paid/recovered for uncertain tax positions.

b. Property, Plant and Equipments(PPE) and useful life of PPE

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and expected residual value at the end of its life. The useful lives and residual value of Company's assets are determine by the management at the time the asset is acquired and reviewed periodically, including in each financial year end. The life based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the products or service output of the asset.

c. Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

d. Fair value measurement of Financial Instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet can't be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

e. Provisions & Contingencies

A Provision is recognized 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 recognized nor disclosed in the financial statements.

Notes to the Financial Statements for the year ended 31st March, 2019

Note 2. 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 31.03.2017 | 25,02,000 | 8,85,12,221 | 4,00,000 | 5,52,13,653 | 19,43,132 | 14,27,474 | 47,74,301 | 15,47,72,781 |
| Addition : | - | - | - | 57,110 | - | 3,85,396 | - | 4,42,506 |
| Disposals | - | - | - | - | - | - | - | - |
| As at 31.03.2018 | 25,02,000 | 8,85,12,221 | 4,00,000 | 5,52,70,763 | 19,43,132 | 18,12,870 | 47,74,301 | 15,52,15,287 |
| Addition : | - | - | - | 11,373 | - | 96,142 | - | 1,07,515 |
| Disposals | - | - | - | - | - | - | - | - |
| As at 31.03.2019 | 25,02,000 | 8,85,12,221 | 4,00,000 | 5,52,82,136 | 19,43,132 | 19,09,012 | 47,74,301 | 15,53,22,802 |
| Depreciation | | | | | | | | |
| As at 31.03.2017 | - | 3,22,85,392 | 3,58,652 | 4,44,04,126 | 18,42,149 | 11,77,609 | 43,62,655 | 8,44,30,583 |
| Charge for the year | - | 10,59,861 | 521 | 19,29,351 | - | 1,52,178 | 1,09,732 | 32,51,643 |
| Disposals | - | - | - | - | - | - | - | - |
| As at 31.03.2018 | - | 3,33,45,253 | 3,59,173 | 4,63,33,477 | 18,42,149 | 13,29,787 | 44,72,387 | 8,76,82,226 |
| Charge for the year | - | 10,59,861 | 521 | 16,87,009 | - | 2,33,718 | 62,860 | 30,43,969 |
| Disposals | - | - | - | - | - | - | - | - |
| As at 31.03.2019 | - | 3,44,05,114 | 3,59,694 | 4,80,20,486 | 18,42,149 | 15,63,505 | 45,35,247 | 9,07,26,195 |
| Net Block | | | | | | | | |
| As at 31.03.2018 | 25,02,000 | 5,51,66,968 | 40,827 | 89,37,286 | 1,00,983 | 4,83,083 | 3,01,914 | 6,75,33,061 |
| As at 31.03.2019 | 25,02,000 | 5,41,07,107 | 40,306 | 72,61,650 | 1,00,983 | 3,45,507 | 2,39,054 | 6,45,96,607 |

Notes to the Financial Statements for the year ended 31st March, 2019

Note 3. Investments

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|---|---------------------|---------------------|
| Non-Current | | |
| 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 | 88,80,000 | 88,80,000 |
| Sai Ram Krupa Hotels Pvt. Ltd - 12,500 (Previous year 12,500 Equity shares) Equity shares of Rs.10/- each | 45,00,000 | 45,00,000 |
| Naroli Resorts Private Limited - 4500 Equity shares (previous year-4500 Equity shares) of Rs.10/- each | 12,50,000 | 12,50,000 |
| Total | 1,46,30,000 | 1,46,30,000 |

Note 4. Other Financial Assets

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--------------------|---------------------|---------------------|
| Non-Current | | |
| Security Deposits | 15,77,937 | 13,77,937 |
| Total | 15,77,937 | 13,77,937 |

Note 5. Inventories

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|---------------------|---------------------|
| Current | | |
| Traded Goods | | |
| Wine & Liquor | 41,00,056 | 86,27,586 |
| Stores & Spares | | |
| Provision , Stores Food and Beverages | 1,39,556 | 1,47,852 |
| Other Consumables and Operating Supplies | 29,19,159 | 41,66,889 |
| Total | 71,58,771 | 1,29,42,327 |

The mode of valuation of inventories has been stated in Notes No. 1 (v) of the significant accounting policies.

Note 6. Trade Receivables

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--------------------------------------|---------------------|---------------------|
| Current | | |
| Unsecured, Considered Goods : | | |
| Trade Receivables | 1,08,23,609 | 6,04,098 |
| Total | 1,08,23,609 | 6,04,098 |

Note 7. Cash and Cash Equivalents

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|---|---------------------|---------------------|
| Current | | |
| Balances with Banks in Current Accounts | 55,22,178 | 25,11,811 |
| Other Bank balances* | 12,091 | 10,102 |
| Cash on hand | 2,99,951 | 53,367 |
| Total | 58,34,220 | 25,75,280 |

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

Notes to the Financial Statements for the year ended 31st March, 2019

Note 8. Other Current Assets

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|---------------------|---------------------|
| Current | | |
| Unsecured, Considered Good : | | |
| (Advance Recoverable in cash or in kind or for value to be received) | | |
| Advances to Suppliers | 16,92,973 | 45,76,909 |
| Balances with Government Authorities | 24,96,763 | 16,54,638 |
| Total | 41,89,736 | 62,31,547 |

Note 9. Equity Share Capital

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|---------------------|---------------------|
| AUTHORIZED CAPITAL | | |
| 15,000,000 Equity shares (Previous year 15,000,000 Equity Shares) of Rs. 10/- each. | 150,000,000 | 150,000,000 |
| Total | 150,000,000 | 150,000,000 |
| ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL | | |
| 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 |
| Total | 74,700,000 | 74,700,000 |

(i) Reconciliation of the number of Shares outstanding and the amount of Share Capital as at 31st March, 2019 and 31st March, 2018.

| Equity shares (Fully Paid-up Capital) | As at 31.03.19 | | As at 31.03.18 | |
|---|----------------|----------|----------------|----------|
| | No. | (Rs.) | No. | (Rs.) |
| Shares outstanding at the beginning of the year | 7470000 | 74700000 | 7470000 | 74700000 |
| Shares issued during the year | - | - | - | - |
| Shares outstanding at the end of the year | 7470000 | 74700000 | 7470000 | 74700000 |

(ii) Terms & 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.

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

| Name of Shareholders | As at 31.03. 2019 | | As at 31.03. 2018 | |
|---|-------------------|------------|-------------------|------------|
| | shares | Percentage | shares | Percentage |
| (i) ANS Constructions Pvt. Ltd. | 1250750 | 16.74% | 1250750 | 16.74% |
| (ii) Sangeeta Bansal | 1250650 | 16.74% | 1250650 | 16.74% |
| (iii) SSSP Consultant and Techno Services Limited | 1482600 | 19.85% | 1482600 | 19.85% |

Notes to the Financial Statements for the year ended 31st March, 2019

Note 10. Other Equity

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|---|----------------------|----------------------|
| Capital Reserve | | |
| Opening and Closing Balance | 36,61,500 | 36,61,500 |
| Retained Earnings | | |
| Opening Balance | (2,69,68,466) | (2,49,69,048) |
| Add : Surplus during the Year | 22,77,390 | (19,99,418) |
| Closing Balance | (2,46,91,076) | (2,69,68,466) |
| FVTOCI Reserve | | |
| Opening Balance | - | - |
| Add: Transfer from Statement of Profit and Loss | 1,89,332 | - |
| Closing Balance | 1,89,332 | - |
| Total | (2,08,40,244) | (2,33,06,966) |

Note 11. Borrowings

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|-----------------------------------|---------------------|---------------------|
| Non-Current | | |
| Unsecured, considered Good | | |
| Loans & Advances From Director | 4,26,65,000 | 4,73,65,000 |
| Total | 4,26,65,000 | 4,73,65,000 |

Note 12. Provisions

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|---------------------|---------------------|
| Non-Current | | |
| Provision towards Privilege Leave benefits Liability | 1,13,983 | 70,151 |
| Total | 1,13,983 | 70,151 |

Note 13. Deferred Tax Liabilities (Net)

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|---|---------------------|---------------------|
| Non-Current | | |
| Deferred Tax Liabilities | | |
| On fiscal allowances of Fixed Assets | 81,78,806 | 93,48,746 |
| Deferred Tax Assets | | |
| Previous Year Business Losses / Unabsorbed Depreciation | 53,74,983 | 62,78,789 |
| Total | 28,03,823 | 30,69,957 |

Notes to the Financial Statements for the year ended 31st March, 2019

Note 14. Trade Payables

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|---------------------|---------------------|
| Current | | |
| Total outstanding due of Micro Enterprises and Small Enterprises | - | - |
| Total outstanding dues of Creditors other than micro enterprises and small enterprises | 33,43,132 | 19,10,653 |
| Total | 33,43,132 | 19,10,653 |

Note: Please refer Notes No. 29 of the financial Statements.

Note 15. Other Financial Liabilities

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|---------------------|---------------------|
| Current | | |
| Employee and Ex-Employee related Liabilities | 11,41,452 | 9,26,473 |
| Total | 11,41,452 | 9,26,473 |

Note 16. Other Current Liabilities

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|----------------|---------------------|---------------------|
| Current | | |
| Statutory Dues | 43,51,613 | 8,98,069 |
| Total | 43,51,613 | 8,98,069 |

Note 17. Provisions

(Amount in Rs.)

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|---------------------|---------------------|
| Current | | |
| Provision For Gratuity | - | 1,28,551 |
| Provision for Loss of Liquor Stock | 28,800 | 1,32,362 |
| Provision for Income Tax | 5,00,000 | - |
| Provision towards Privilege Leave benefits Liability | 3,321 | - |
| Total | 5,32,121 | 2,60,913 |

Note 18. Revenue from Operations

(Amount in Rs.)

| Particulars | Year ended 31.03.2019 | Year ended 31.03.2018 |
|--------------------------|--------------------------|--------------------------|
| Sale of Services | | |
| Room Sale | 3,25,71,979 | 2,80,34,783 |
| Food & Beverage Sale | 71,33,417 | 60,64,701 |
| Banquet Sale | 77,38,107 | 65,44,239 |
| Other Services | 5,48,938 | 3,91,896 |
| Total - Sale of Services | 4,79,92,441 | 4,10,35,619 |
| Sale of Product | | |
| Wine & Liquor Sale | 3,84,49,054 | 2,87,73,132 |
| Total | 8,64,41,495 | 6,98,08,751 |

Notes to the Financial Statements for the year ended 31st March, 2019

Note 19. Other Income

(Amount in Rs.)

| Particulars | Year ended 31.03.2019 | Year ended 31.03.2018 |
|----------------------------|--------------------------|--------------------------|
| Other Non-operating Income | 22,338 | 2,26,269 |
| Total | 22,338 | 2,26,269 |

Note 20. Food and Beverages Consumed

(Amount in Rs.)

| Particulars | Year ended 31.03.2019 | Year ended 31.03.2018 |
|-----------------------|--------------------------|--------------------------|
| Stock at commencement | 1,47,852 | 1,49,307 |
| Add : Purchases | 54,51,668 | 45,10,976 |
| | 55,99,520 | 46,60,283 |
| Less : Stock at Close | 1,39,556 | 1,47,852 |
| Total | 54,59,964 | 45,12,431 |

Note 21. Purchase of Stock in Trade

(Amount in Rs.)

| Particulars | Year ended 31.03.2019 | Year ended 31.03.2018 |
|-----------------------------|--------------------------|--------------------------|
| Purchase of Wine and Liquor | 1,92,81,724 | 2,04,24,148 |
| Add: Excise Duty/Import Fee | 91,65,386 | 24,16,312 |
| Total | 2,84,47,110 | 2,28,40,460 |

Note 22. Change in inventories of Stock in Trade

(Amount in Rs.)

| Particulars | Year ended 31.03.2019 | Year ended 31.03.2018 |
|---------------------|--------------------------|--------------------------|
| Opening Stock | 86,27,586 | 99,64,007 |
| Less: Closing Stock | 41,00,056 | 86,27,586 |
| Total | 45,27,530 | 13,36,421 |

Note 23. Employee Benefits Expense

(Amount in Rs.)

| Particulars | Year ended 31.03.2019 | Year ended 31.03.2018 |
|--|--------------------------|--------------------------|
| Salaries & Wages | 1,44,40,597 | 1,31,55,350 |
| Contribution to P.F, E.S.I.C & Other Statutory Funds | 6,07,428 | 6,49,812 |
| Staff Welfare Expenses | 16,44,870 | 15,90,387 |
| Total | 1,66,92,895 | 1,53,95,549 |

Notes to the Financial Statements for the year ended 31st March, 2019

Note 24. Power and Fuel

(Amount in Rs.)

| Particulars | Year ended 31.03.2019 | Year ended 31.03.2018 |
|--------------|--------------------------|--------------------------|
| Electricity | 42,33,201 | 42,02,981 |
| Fuel Oil | 91,656 | 90,024 |
| Gas Fuel | 12,25,869 | 12,49,780 |
| Total | 55,50,726 | 55,42,785 |

Note 25. Other Operating and General Expenses

(Amount in Rs.)

| Particulars | Year ended 31.03.2019 | Year ended 31.03.2018 |
|-------------------------------------|--------------------------|--------------------------|
| Insurance | 1,84,008 | 62,037 |
| Rates & Taxes | 39,23,453 | 40,24,027 |
| Repairs to - Building | 7,00,591 | 3,67,642 |
| - Machinery | 14,25,134 | 11,10,981 |
| - Others | 7,90,944 | 4,56,095 |
| Management & Franchise Fee | 12,00,000 | 16,38,500 |
| Communication | 5,66,750 | 5,48,369 |
| Freight, Cartage & Transportation | 1,22,214 | 1,45,960 |
| Travelling & Conveyance | 8,53,025 | 3,26,242 |
| Upkeep & Service Cost | 42,72,352 | 38,37,956 |
| Miscellaneous expenses | 6,10,632 | 5,09,730 |
| Legal & Professional Consultancy | 15,59,348 | 7,07,709 |
| Business promotion | 33,37,781 | 16,44,638 |
| Printing & Stationery Expenses | 5,65,351 | 4,82,944 |
| Payment to Auditors(Refer Footnote) | 90,000 | 90,000 |
| Loss on expiry of Liquor Stock | 28,800 | 1,32,362 |
| Total | 2,02,30,383 | 1,60,85,192 |

Footnote :

Payment to Auditors:

| | | |
|----------------------|--------|--------|
| Statutory Audit Fees | 55,000 | 55,000 |
|----------------------|--------|--------|

| | | |
|----------------|--------|--------|
| Tax Audit Fees | 35,000 | 35,000 |
|----------------|--------|--------|

| | | |
|--------------|---------------|---------------|
| Total | 90,000 | 90,000 |
|--------------|---------------|---------------|

26. FINANCIAL INSTRUMENTS**Financial instruments by category**

The carrying value and fair value of financial instruments by categories as on 31st March, 2019 are as follows:

Amount (Rs.)

| Particulars | Amortised cost | Fair Value through OCI | Total Carrying Value | Total Fair Value |
|---------------------------------------|-------------------|------------------------|----------------------|-------------------|
| Assets | | | | |
| Investments In Unquoted Equity Shares | 14,630,000 | - | 14,630,000 | 14,630,000 |
| Cash & Cash Equivalents | 5,834,220 | - | 5,834,220 | 5,834,220 |
| Trade receivable | 10,823,609 | - | 10,823,609 | 10,823,609 |
| Other financial assets | 1,577,937 | - | 1,577,937 | 1,577,937 |
| Total | 32,865,766 | - | 32,865,766 | 32,865,766 |
| Liabilities | | | | |
| Borrowings | 42,665,000 | - | 42,665,000 | 42,665,000 |
| Trade Payables | 3,343,132 | - | 3,343,132 | 3,343,132 |
| Other financial liabilities | 1,141,452 | - | 1,141,452 | 1,141,452 |
| Total | 47,149,584 | - | 47,149,584 | 47,149,584 |

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

Amount (Rs.)

| Particulars | Amortised cost | Fair Value through OCI | Total Carrying Value | Total Fair Value |
|------------------------------|-------------------|------------------------|----------------------|-------------------|
| Assets | | | | |
| Investments In Equity Shares | 14,630,000 | - | 14,630,000 | 14,630,000 |
| 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 |
| Total | 19,187,315 | - | 19,187,315 | 19,187,315 |
| Liabilities | | | | |
| 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 |
| Total | 50,202,126 | - | 50,202,126 | 50,202,126 |

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 amortized 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 31st March, 2019:

Amount (Rs.)

| Particulars | Fair Value | Fair Value measurement using | | |
|------------------------------|------------|------------------------------|---------|------------|
| | | Level 1 | Level 2 | Level 3 |
| Assets | | | | |
| Investments In Equity Shares | 14,630,000 | - | - | 14,630,000 |
| Trade receivable | 10,823,609 | - | - | 10,823,609 |
| Other financial assets | 1,577,937 | - | - | 1,577,937 |
| Total | 27,031,546 | - | - | 27,031,546 |
| Liabilities | | | | |
| Borrowings | 42,665,000 | - | - | 42,665,000 |
| Trade Payables | 3,343,132 | - | - | 3,343,132 |
| Other financial liabilities | 1,141,452 | - | - | 1,141,452 |
| Total | 47,149,584 | - | - | 47,149,584 |

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 31st March, 2018:

Amount (Rs.)

| Particulars | Fair Value | Fair Value measurement using | | |
|------------------------------|------------|------------------------------|---------|------------|
| | | Level 1 | Level 2 | Level 3 |
| Assets | | | | |
| Investments In Equity Shares | 14,630,000 | - | - | 14,630,000 |
| Trade receivable | 604,098 | - | - | 604,098 |
| Other financial assets | 1,377,937 | - | - | 1,377,937 |
| Total | 16,612,035 | - | - | 16,612,035 |
| 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 |

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 other Companies is recognized at cost.

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 2019. 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 31st March, 2019:

Amount (Rs.)

| Particulars | Less than 1 year | 1-2 years | 2-5 years | More than 5 years | Total |
|-----------------------------|------------------|-----------|-----------|-------------------|------------|
| Borrowing | - | - | - | 42,665,000 | 42,665,000 |
| Trade Payable | 3,343,132 | - | - | - | 3,343,132 |
| Other Financial Liabilities | 1,141,452 | - | - | - | 1,141,452 |

The details regarding the contractual maturities of financial liabilities as of 31st 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 |

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 st March, 2019 | 31 st March, 2018 |
|-------------------------|------------------------------|------------------------------|
| Investments | 14,630,000 | 14,630,000 |
| Trade Receivables | 10,823,609 | 604,098 |
| Cash & cash equivalents | 5,834,220 | 2,575,280 |
| Other Financial assets | 1,577,937 | 1,377,937 |

Credit risk on Cash & Cash equivalents is limited. Investments primarily include unquoted shares.

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 31st March, 2019 and 31st March, 2018.

29. Micro, Small and Medium Enterprises:

The disclosures relating to Micro, Small and Medium Enterprises Development Act, 2006 are as under:-

- The amount due to micro and small enterprises as defined in “The Micro, Small and Medium Enterprises Development Act, 2006” has been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the Auditors.
- The disclosures relating to Micro and Small Enterprises are as under:-

| Particulars | 31 st March, 2019 | 31 st March, 2018 |
|--|------------------------------|------------------------------|
| The principal amount remaining unpaid to supplier as at the end of the accounting year | NIL | NIL |
| The interest due thereon remaining unpaid to supplier as at the end of the accounting year | NIL | NIL |
| the amount of interest paid in terms of Section 16 along with the amount of payment made to the supplier beyond the appointed day during the year. | NIL | NIL |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under this Act. | NIL | NIL |
| The amount of interest accrued during the year and remaining unpaid at the end of the accounting year | NIL | NIL |
| The amount of further interest due and payable even in the succeeding year, until such dates when interest dues as above are actually paid | NIL | NIL |

30. Contingent Liabilities:

(To the extent not provided for)

(₹)

| Sr. No | Particulars | As at 31.03.2019 |
|--------|--|------------------|
| (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 31st March, 2019 and 31st March, 2018.

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

Lords Ishwar Hotels Limited

| | (₹) | (₹) |
|---|-----------------|-----------------|
| Particulars | As at 31.3.2019 | As at 31.3.2018 |
| i. Actuarial Assumptions | | |
| Discount Rate | 7.75% | 7.70% |
| Salary Rate | 7.00% | 7.00% |
| ii. Changes in benefit obligation | | |
| Obligation at the beginning | 988,823 | 776,025 |
| Interest cost | 76,139 | 55,572 |
| Current Service Cost | 140,132 | 194,689 |
| Benefit paid | (27,415) | (172,225) |
| Past Service Cost | - | 44,001 |
| Actuarial(gain)/loss on obligation | (199,778) | 90,761 |
| Liability at the end of year | 977,901 | 988,823 |
| iii. Fair value of plan Assets | | |
| Fair value of plan asset at beginning of year | 895,732 | 843,298 |
| Expected return on plan assets | 68,971 | 61,561 |
| Contributions | 161,600 | 155,689 |
| Benefits paid | (27,415) | (172,225) |
| Actuarial gain/ (loss) on Plan asset | (10,446) | 7,409 |
| Fair value of plan asset at the end of year | 1,088,442 | 895,732 |
| Excess of Obligation over Plan Assets | (110,541) | 93,091 |
| iv. Actual Return on Plan Assets | | |
| Expected return on plan assets | 68,971 | 61,561 |
| Actuarial gain/(loss) on plan asset | (10,446) | 7,409 |
| Actual Return on Plan Assets | 58,525 | 68,970 |
| v. Amount recognized in the Balance sheet | | |
| Liability at the end of year | 977,901 | 988,823 |
| Fair value of Plan Asset at the end of year | 1,088,442 | 895,732 |
| Net Liability (Asset) | (110,541) | 93,091 |
| Amount recognized in Balance Sheet | (110,541) | 93,091 |
| vi. Amount recognized in Statement of P&L | | |
| Current Service cost | 140,132 | 194,689 |
| Past service Cost | - | 44,001 |
| Net Interest cost | 7,168 | (5,989) |
| Prior year charge | (35,460) | - |
| Total Expenses recognized in Statement of P& L | 111,840 | 232,701 |
| vii. Amount recognized in Other Comprehensive Income (OCI) | | |
| Re-measurements due to: | | |
| Effect of change in financial assumptions | (6,593) | (50,508) |
| Effect of change in demographic assumptions | - | - |
| Effect of experience adjustments | (193,185) | 141,269 |
| Return on plan assets (excluding interest) | 10,446 | (7,409) |
| Amount recognized in Other Comprehensive (Income)/Loss | (189,332) | 83,352 |

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 on Capital Account (Net of Advances). | 2018-2019 | 2017-2018 |
|--|-----------|-----------|
| | ₹ NIL | ₹ NIL |

36. Value of Imports calculated on CIF basis:

| 2018-2019 | 2017-2018 |
|-----------|-----------|
| ₹ NIL | ₹ NIL |

37. Director's Remuneration:

| 2018-2019 | 2017-2018 |
|-----------|-----------|
| ₹ NIL | ₹ NIL |

38. Foreign Exchange earnings:

| Particular | 2018-2019 | 2017-2018 |
|---|-----------|-----------|
| Payment received from Foreign customers | ₹ 489,888 | ₹ 593,934 |

39. Foreign Exchange outgo:

| 2018-2019 | 2017-2018 |
|-----------|-----------|
| ₹ NIL | ₹ NIL |

40. Earnings per Share:

| Particulars | 2018-2019 | 2017-2018 |
|---|-----------|-------------|
| Profit/(Loss) after tax as per Statement of Profit & Loss (In ₹) | 2,277,390 | (1,999,418) |
| 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 ₹) | 0.30 | (0.26) |
| Earnings per Share: Diluted (In ₹) | 0.30 | (0.26) |

41. Related Party Disclosures:

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

(A) Nature of Relationship:

- (i) Enterprises in which Key Management Personnel (KMP) and / or their relatives have significant influence, with whom the Company had transactions;

- 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 (KMP) & their relatives:

Mr. Pushpendra Bansal
Mr. Ajay Pawar (Appointed as CFO w.e.f 13/02/2018)

(B) Transactions with Related Parties during the year 2018-19:

(Amount in ₹)

| Sr. No. | Nature of Transaction (Excluding Reimbursement) | Enterprises in which KMP have significant influence | KMP/Relative of KMP | Total |
|---------|--|--|------------------------|------------------------------|
| 1 | Receiving of Services | 12,96,000 (20,14,369) | 8,37,000 (1,06,857) | 21,33,000 (21,21,226) |
| 2 | Sale of Wine & Liquor | 1,87,73,701 (1,03,28,152) | Nil (Nil) | 1,87,73,701 (1,03,28,152) |
| 3 | Repayment of Borrowing | Nil (Nil) | 47,00,000 (Nil) | 47,00,000 (Nil) |

(C) Balance Outstanding as at 31.03.2019

| | | | | |
|---|------------------------|------------------------|------------------------------|------------------------------|
| 4 | Trade & Other Payables | 1,08,000 (8,29,433) | Nil (Nil) | 1,08,000 (8,29,433) |
| 5 | Borrowing | Nil (Nil) | 4,26,65,000 (4,73,65,000) | 4,26,65,000 (4,73,65,000) |

(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, 2019

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, Website: www.lordsishwar.com

Form No. MGT-11

AGM-2019

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 33rd Annual General Meeting of the Company to be held on Friday, the 6th September, 2019 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 | Re-appointment of Mrs. Sangita P. Bansal as a Director retiring by rotation | | |
| Special Business | | | |
| 3 | Re-appointment of Mr. Amit Nandkishore Garg as an Independent Director | | |

As witness my / our hand(s) this _____ day of _____ 2019

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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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, Website: www.lordsishwar.com
AGM-2019
ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

DPID _____

CLIENT ID _____

Regd. Folio No. _____

 I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the Company to be held on Friday, the 6th September, 2019 at 09.30 a.m. at Hotel Marvel Residency, Ajwa Road, Baroda -390 019.

Name of Shareholder/Proxy _____ Signature of Shareholder/Proxy _____

Notes:

- Members/Proxy holders are requested to bring this slip duly signed with them when they come to the Meeting and hand over it at the time of the Meeting.
- Remote e-voting facility is available during the period:

| | |
|---|---|
| Commencement of Remote E-Voting | End of Remote E-Voting |
| 3rd September, 2019 at 09:00 a.m. | 5th September, 2019 at 05:00 p.m. |

-----Cut here-----

The E-voting user ID and Password/PIN are given below:

| EVEN (E-Voting Event Number) | User ID | Password / PIN |
|-------------------------------------|----------------|-----------------------|
| 111154 | | |

20% DISCOUNT COUPON

Dear Shareholders,

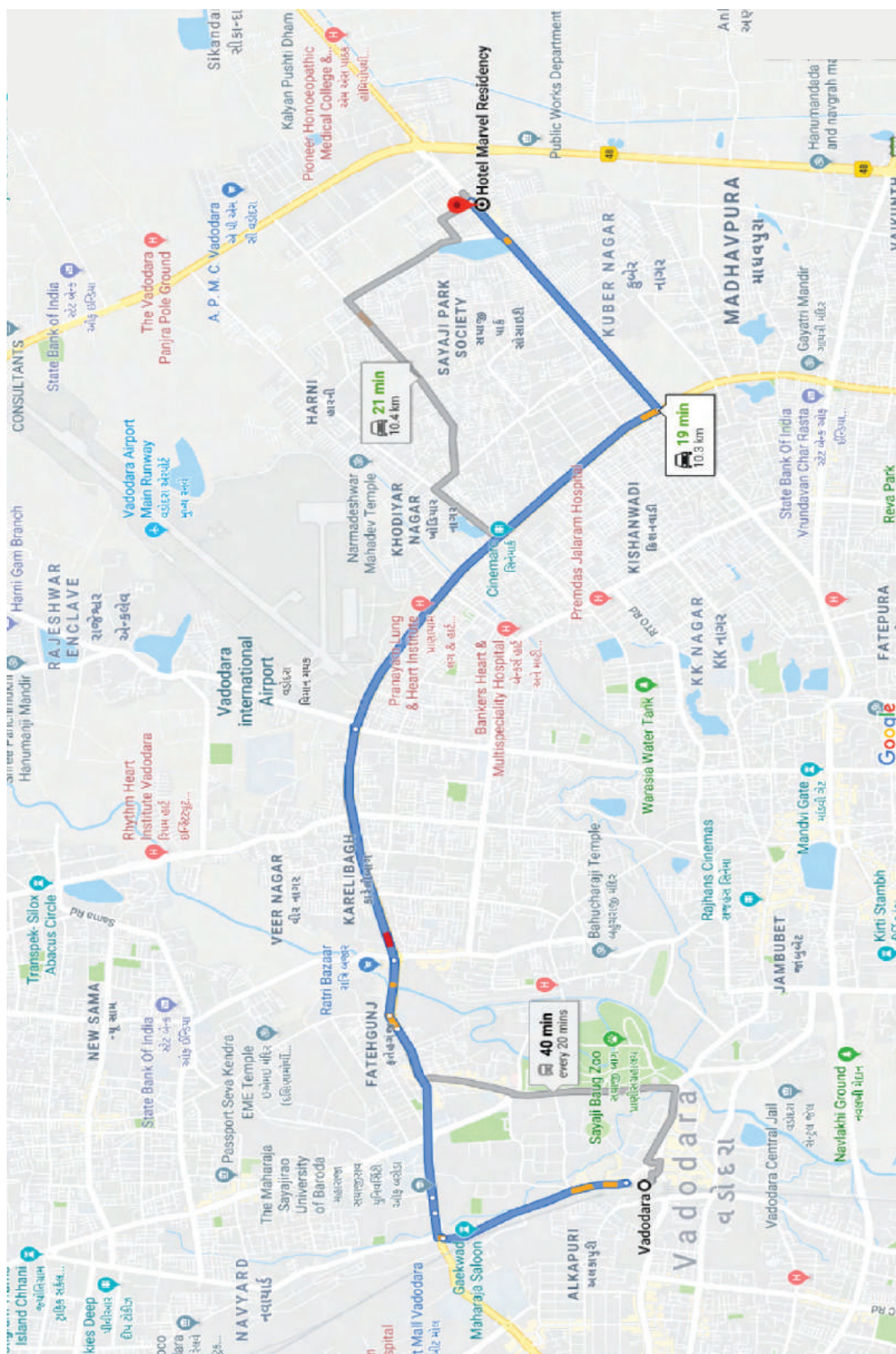
The Company is pleased to issue this coupon, which will entitle you to avail of discount at our restaurant in the hotel. The Company will not make cash refunds against any coupon or part use thereof and will not be able to extend the validity of the coupon nor issue duplicate coupon in case of lost / defaced coupon. This coupon is not valid for consumption of cigarettes and for the purpose of banquets & room accommodation.

Please detach the coupon for the part used & submit while your bill is being prepared.

| | | | | | |
|---|---|---|---|---|---|
| Revival Hotel BARODA Bill Value up to Rs. 500 Discount – 20% On published tariff Valid up to 31-03-2020 | Revival Hotel BARODA Bill Value up to Rs. 500 Discount – 20% On published tariff Valid up to 31-03-2020 | Revival Hotel BARODA Bill Value up to Rs. 500 Discount – 20% On published tariff Valid up to 31-03-2020 | Revival Hotel BARODA Bill Value up to Rs. 500 Discount – 20% On published tariff Valid up to 31-03-2020 | Revival Hotel BARODA Bill Value up to Rs. 500 Discount – 20% On published tariff Valid up to 31-03-2020 | Revival Hotel BARODA Bill Value up to Rs. 500 Discount – 20% On published tariff Valid up to 31-03-2020 |
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Route Map to the Venue of the AGM



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If undelivered, please return to :

LORDS ISHWAR HOTELS LIMITED

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