

3rd October, 2016

To
The General Manager,
Department of Corporate Services
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Sub: Submission of Annual Report 2015-2016.

Dear Sir/ Madam,

With reference to the subject captioned above and pursuant to Regulation 34(1) of SEBI (LODR) Requirements, 2015. Please find enclosed herewith Copy of Annual report for the year ended on 31st march 2016.

We request to take on record the above said Report and disseminate the same on the website of stock exchange.

Kindly note the same and acknowledge the receipt.

Thanking you Yours truly,

For SAYAJI HOTELS LIMITED

AMEE SARRAF

COMPANY SECERTARY

CIN: L51100GJ1982PLC005131 Email: mail@sayajiindore.com Website: www.sayajihotels.com







SHRI SAJID DHANANI

24th May 1966 - 11th November 2012

Late Shri Sajid Dhanani, MD, Sayaji Group of Hotels, is considered to be the true debonair and visionary entrepreneur in the hospitality industry. An astute businessman with a visionary acumen, he introduces several innovations in his hotels, which have now become industry standard for excellence.

With the start of first Sayaji hotel in Baroda followed by Indore, Pune, Kolhapur, Bhopal, Effotel Hotel Indore and Barbeque Nation chain of restaurants nationwide, Mr. Dhanani, or Sajid Bhai as he was affectionately known, decided on two tents for Sayaji "Change is the Rule of the Game" and "Customer First". He instituted these values in every step of the Sayaji saga. He lived his life serving and providing the very best facilities in luxury and cuisine to his guests and positioned Sayaji as the only hotel in the world that call itself "truly yours".





BOARD OF DIRECTORS

Shri T.N. Unni

- Chairman

Shri Raoof Razak Dhanani

Managing Director

Smt. Suchitra Dhanani

- Whole Time Director

• Shri Abdul Razak D. Dhanani

Director

• Shri Kayum R. Dhanani

Director

Shri Pradeep Goyal

Director

Shri Saniav Ahuia

- Nominee Director TFCI

STATUTORY AUDITORS

M/s. K.L. Vyas & Co.
 Chartered Accountants
 Shop No. 2, IInd Floor, Parshwanath,
 Dawa Bazar, 6th Hazareshwar Colony,

Udaipur - 313001

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

Link Intime India Pvt. Limited. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078 e-mail: mumbai@linkintime.co.in Phone(022) 25963838, Fax: 25946969

BANKERS

- State Bank of India
- State Bank of Mysore
- Axis Bank Ltd.
- HDFC Bank Ltd.
- Tourism Finance Corporation of India Ltd.

REGISTERED OFFICE

Opp. Rajshree Talkies,

Near Kala Ghoda, Sayajigunj, Vadodara – 390005 Phone : 0265-2363030, Fax : 0265-2226134

E-mail: cs@sayajiindore.com

CORPORATE OFFICE

• H/1, Scheme No. 54, Vijay Nagar, Near Maghdoot Garden,

Indore – 452010 (Madhya Pradesh)

Phone: 0731-4006666, Fax: 0731-4003131

E-mail: cs@sayajiindore.com

HOTELS

 Opp. Rajshree Talkies, Near Kala Ghoda, Sayajigunj, Vadodara – 390005 (Gujarat)

 H/1, Scheme No. 54, Vijay Nagar, Near Maghdoot Garden, Indore – 452010 (Madhya Pradesh)

Survey No. 135, 136, Mumbai Bangalore Highway,
 Opp. B. U. Bhandari Workshop, Wakad, Pune - 411057

- Van Vihar Road, Prempura , Bhopal (Madhya Pradesh)
- 2014/15, 'E' Ward, Old B.P. Highway, Kawla Naka, Kolhapur-03

CORPORATE IDENTITY NUMBER (CIN)

L51100GJ1982PLC005131



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Date : September 29, 2016

Day : Thursday Time : 3.00 P.M.

Venue : Sayaji Hotel, Vadodara

Book Closure Date: From September 19, 2016 to September 20, 2016

(both days inclusive)



NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Sayaji Hotels Limited will be held on 29th Day of September, 2016 at 3.00 p.m. at the Registered Office of the Company at "Sayaji Hotel", Opp. Rajshree Talkies, Near Kala Ghoda, Sayajigunj, Vadodara–390005 (Gujarat), to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt;
 - (a) the standalone financial statements of the Company for the year ended March, 2016, containing the audited Balance Sheet as at 31st March, 2016, the statement of Profit and Loss and Cash Flow for the year ended 31st March, 2016 and reports of the Board of director ('the Board') and Auditors thereon on that date.
 - (b) the consolidated financial statements of the Company for the year ended March, 2016, containing the audited Balance Sheet as at 31st March, 2016, the statement of Profit and Loss and Cash Flow statement for the year ended 31st March, 2016 and reports of the Auditors thereon on that date.
- To appoint Director in place of Mrs. Suchitra Dhanani (DIN-00712187), who retires by rotation and, being eligible, seeks re-appointment.
- 3. To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, and the resolution passed by the members at the AGM held on August 23, 2014, the appointment of M/s K.L.Vyas & Co., Chartered Accountants (Firm Regn. No. 003289C) as the auditors of the Company for a term of four years to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified for the year 2016-17 and that the Board of directors be and is hereby authorize to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, if any, the following resolution as SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of sections 196 and 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any

statutory modifications or re-enactment thereof for the time being in force) and the rules made thereunder, the approval of the members of the Company hereby granted for appointment of Mr. Raoof Razak Dhanani (DIN 00174654) as the Managing Director of the Company for a period of three years w.e.f. 05th October, 2015 on the following terms and conditions with the liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time as may be mutually agreed between the Board of Directors and Mr. Raoof Razak Dhanani —

(a) Salary: Rs. 1.00 per annum

PERQUISITES:

Category A:

- (i) Contribution to the Provident Fund, Family Benefit Fund Superannuation Fund as per Rules of the Company.
- (ii) Gratuity not exceeding half a month salary for each completed vear of service.
- (iii) Earned Privilege Leave: As per the rules of the Company.

Category B:

- (i) Car: The Company shall provide a car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be as per actual on the basis of claims made by him.
- (ii) Telephone, internet and Cell: Free use of telephone, internet and Cell at his residence.

RESOLVED FURTHER THAT Mr. Raoof Razak Dhanani will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT appointment of Mr. Raoof Razak Dhanani shall be on contractual basis and the services of may be terminated by a notice of 60 days from either side."

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised with liberty and powers to the Board of Directors to increase, reduce, alter or vary the terms and conditions of remuneration in such manner as the Board may deem fit within the limit specified as aforesaid from time to time.

By Order of the Board AMIT SARRAF COMPANY SECRETARY

Corporate Office: Sayaji Hotel, H-1, Scheme No. 54 Vijay Nagar, Indore (M.P.)

Date: 06.08.2016



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN THE PRESCRIBED FORM SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 person shall not act as a proxy for any other person or shareholder.

- The business set out in the Notice will be transacted through electronic remote e-voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21.
- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- 5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M. up to the date of meeting.
- 7. The Company has decided for closure of Register of Members and Share Transfer Books from 19th September 2016 to 20th September 2016 (both days inclusive).
- 8. (a) Members are requested to notify immediately any change of address;

- (i) To their Depository Participants (DPs) in respect of their electronic share accounts; and
- (ii) To the Company to its Share Transfer Agents in respect of their physical shares Folios, if any.
- (b) In case the mailing address on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
- (c) Non-resident Indian Shareholders are requested to inform Share Transfer Agents Immediately:
 - (i) Change in the residential status on return to India for permanent settlement.
 - (ii) The particulars of NRE Account with Bank in India, if not furnished earlier.
- 9. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer agent of the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
- 10. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
- 11. The Company has connectivity with the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/Investors having their depository account. The ISIN for the Equity Shares of the Company is INE318C01014. In case of any query/ difficulty in any matter relating thereto may be addressed to the Share Transfer Agents: Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S, Marg, Bhandup, (W) Mumbai 400078.
- 12. As per the provisions of the Companies Act, 2013, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be download from the website of the Ministry of Company affairs.



- 13. Pursuant to the provisions of section 124(5) and 125 of the Companies Act, 2013, the Company is not having any amount due for transfer to the Central Government.
- 14. The SEBI has mandated the submission of PAN by every participant in securities market, members holding shares in electronic form are therefore, requested to submit the PAN to their depository participant with whom they are maintaining their D-mat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Share Transfer Agent, M/s Link Intime India Pvt. Ltd.
- Pursuant to the requirement of SEBI(LODR) Regulation, 2015, profile of the Directors proposed for appointment/reappointment being given in a statement containing details of the concerned Directors is attached hereto.
- 16. The Rule 18 of the Companies (Management and Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules, 2014 allows companies to send notice of the annual general meeting, annual report and other communication through electronic mode at the registered email address of the members/ beneficiaries, keeping in view the underlying objective, Members who hold shares in physical form and desired to receive the documents in electronic mode are requested to please promptly provide their details (name, LF No., email ID) to the Registrar and Share Transfer agent of the Company.
- 17. You're the Company henceforth affect electronic delivery of communication/ documents including the notice of the Annual General Meeting, Annual Reports and such other necessary communication/documents from time to time to the Members, who have provided their e-mail address to their Depository Participant (DP).
- 18. E-mail addresses as registered in your respective DP accounts in the records of the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) which will be periodically downloaded, and will be deemed to be your registered e-mail address for serving the necessary communication/documents. Thus, the necessary communication would be sent in electronic form to the registered email address. Members who wish to inform any updations/changes of their e-mail address, are requested to promptly update the same with their DP.
- The annual report and other communications/documents sent electronically would also be displayed on the Company's

- website: www.sayajihotels.com as a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you.
- 20. We request you to support this initiative and opt for the electronic mode of communication by submitting your email address to your DP or to the Company's Registrar, as the case may be, in the interest of the environment.

21. Voting through electronic means

- (I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- (II) Procedure and instructions for e-voting are as follows:
 - (i) The voting period begins on 25.09.2016 at 9.00 A.M. (IST) and ends on 28.09.2016 at 5.00 P.M.(IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



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

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

 Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for evoting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant i.e. Sayaji Hotels Ltd. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance
 User should be created using the admin login
 and password. The Compliance User would be
 able to link the account(s) for which they wish to
 vote on
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22.09.2016.
- IV. Mr. Ritesh Gupta proprietor of M/s Ritesh Gupta & Co., Company Secretary whole time in Practice (ICSI Membership No. FCS5200) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall immediately after conclusion of the Annual General Meeting and counting the votes casted in the meeting unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- VI. The Results shall be declared after submission of report by Scrutinizer to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sayajihotels.com and on the website of CDSL and communicated to the BSE Limited.

REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT/RE-APPOINTMENT

Name and Designation of Appointee	Age / Qualifications Year			No. of Other Directorship	No of shares held & %age
Mrs. Suchitra Dhanani	52 Years (Graduate)	Having more than 22 years' experience in Hotel industry	06.02.2014	6 Companies	320829 Equity Shares (1.83%) and 125000 Preference Shares (12.50%)
Mr. Raoof Dhanani	52 Years (Graduate in Commerce)	Having vast experience of Fertilizers Industry	14.11.2013	14 Companies	3898651 Equity Shares (22.26%)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT TO THE SPECIAL BUSINESS

ITEM NO. 4:

Pursuant to the day to day management related requirement of the Company, there is need to appoint a Managing Director on the Board of the Company.

The Board considers that Mr. Raoof Razak Dhanani, has vast experience in Fertilizer and Hotel Industry. Presently he is taking care the management of the Company and subsidiary of the Company therefore it is appropriate for the Company to appoint him as Managing Director of the Company and categorized as the Key Managerial Personnel of the Company.

The terms of remuneration, as set out in the resolution are considered to be just, fair and reasonable by the Nomination and Remuneration Committee and are in accordance with the remuneration policy of the Company as well as in the Industry. Accordingly, the resolution mentioned in Item No. 4 of the notice is being proposed for approval accordingly.

Mr. Raoof Razak Dhanani, being the appointee may be considered as financially interested to the extent of the managerial remuneration as may be drawn by him. Mr. Abdul Razak Dhanani, Mrs. Suchitra Dhanani and Mr. Kayum Razak Dhanani being the relative of the proposed appointee, may be deemed to be interested otherwise in the above said resolution.

Mr. Raoof Razak Dhanani is also holding 38,98,651 shares consisting of 22.26% of the paid up share capital of the Company.

By Order of the Board
Corporate Office: AMIT SARRAF
Sayaji Hotel, COMPANY SECRETARY
H-1 Scheme No. 54

Sayaji Hotel, H-1, Scheme No. 54 Vijay Nagar, Indore (M.P.)

Date: 06.08.2016



BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

To, THE MEMBERS OF SAYAJI HOTELS LIMITED

Your Directors take pleasure in presenting the 33rd Annual Report together with the Standalone and Consolidated audited financial statements for the year ended March, 31 2016. The Management Discussion & Analysis has also been incorporated into this report.

1. HIGHLIGHTS OF PERFORMANCE

During the year under review, on a standalone basis, there is an increase of 19.02% in the revenue of the Company (increased to Rs 16272.29 Lakh from Rs.13671.72 Lakhs in the previous year). Operating profit % to the sale is also improved (21.12% for current year and 20.48% for previous year). Loss before exceptional item decreased due to higher operating profits. Exceptional income includes profit on sale of restaurant business located at Pune hotel of the company.

2. FINANCIAL RESULTS

Particulars	Stand Alone	Stand Alone (Rs. in Lacs)			
Particulars	Financial Year 2015-16	Financial Year 2014-15			
Income	16272.29	13671.72			
Less: Operating Expenses	12835.16	10870.65			
Operating Profit	3437.13	2801.07			
Less: Finance Cost	1209.27	1168.27			
Profit before Depreciation	2227.86	1632.80			
Less: Depreciation	2311.20	2040.60			
Add: Depreciation written back	0.03	0.00			
Profit/(Loss) before exceptional items	(83.31)	(407.80)			
Exception Item	1146.85	0.00			
Profit Before Tax (PBT)	1063.54	(407.80)			
Less:Tax Expenses					
Current Tax	503.29	220.30			
Deferred Tax	(470.66)	(261.05)			
Earlier Years' Tax	50.34	(102.02)			
Profit After Tax (PAT)	980.57	(265.03)			
EPS (Equity Shares of Rs.10/- each)					
Basic	4.92	(1.67)			
Diluted	4.92	(1.67)			

3. DIVIDEND

Looking to the future expansion/renovation plans of the Company, your directors are not recommending dividend to the equity shareholders for financial year 2015-16.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2016 was Rs. 2751.80 Lacs. During the year Company has allotted 83,338 10% cumulative redeemable preference shares of Rs.100/- each to the directors/promoters/promoter's relative



of the Company at premium of Rs. 50/- per shares on preferential basis. The Company has not issued shares with differential voting rights neither granted stock options nor sweat equity.

The Company's equity shares are listed with the BSE Ltd.

5. FINANCE

Cash and cash equivalent as at 31st March, 2016 was Rs. 588.15 Lacs. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

5.1 DEPOSITS

The Company during the year has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014and there were no remaining unclaimed or unpaid deposits as on 31st March, 2016. Further, the Company has not accepted any amount as deposit in contravention of the provisions of the Companies Act, 2013 and the rules made thereunder.

5.2 PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review the Company has made following investments pursuant to Section 186 of the Companies Act, 2013:

Name of the entity	Relation	Amount (Rupees in Crore)	Particulars of investments	Purpose for which the investment are proposed to be utilized
Sayaji Housekeeping Services Ltd.	Wholly Owned Subsidiary	637.50	Investment into Shares	For providing financial assistance for setting up the business

For further details please refer to the relevant notes to the attached financial statements.

5.3 Amount propose to be transferred to the reserves

During the year under review Rs. 980.57 Lacs are proposed to be transferred to the general reserves.

6. REVIEW OF BUSINESS ACTIVITIES - EXPANSION/ UPGRADATION PLANS

SAYAJI HOTELS LTD.

> Indore

Your Director proud to announce that during the year your Company's Indore hotel has obtained **5 STAR RATING.** In order to maintain its status your Company has also renewed some of the floors of the Indore hotel. Renovation plan of one more floor and few large banquet halls are also in pipe line for the current financial year.

> Amber Convention Centre

Company's ambitious project named as "Amber Convention Centre" is also under progress and will be launched fully during the coming year. This will be one of the biggest convention center of the city having capacity of approx 2000 people.

> Barbeque-Nation Restaurants

Barbeque-Nation Hospitality Ltd. is operating 71 restaurants across the country and planning to start 20 more restaurants within the current financial year. Company is also coming with its first overseas restaurant at Dubai.

Malwa Hospitality Pvt. Ltd.

During the year under review the "Effotel" hotel at Indore

operated by your Company's subsidiary M/s Malwa Hospitality Pvt Ltd. has also obtained **4 STAR RATING.** The Effotel has generated revenue of Rs. 1962.48 Lacs and operating profit of Rs. 413.14 Lacs during the year under review and the average occupancy for the year was 65%.

Your Company has aggressive plans to take hotels in various cities and to run the same on management contract basis. It will help your company to increase its business reach.

Changing Environment-Leading To Growth Of Hotel Industry

- Travel & Tourism's direct contribution to world gross domestic product (GDP) and employment in 2015 was US\$2.2 trillion (2015 prices) and 108 million jobs respectively.
- Taking its wider impacts, including indirect and induced contributions, into account, Travel & Tourism's total contribution to the global economy in 2015 was US\$7.2 trillion (2015 prices), which equates to 9.8% of total GDP. In terms of employment, in 2015 the Travel & Tourism sector supported 284 million jobs, or 1 in 11 of all jobs in the world.
- 2.5 million new jobs were generated directly in the sector in 2015, taking the number of direct jobs to 108 million. In total,
 7.2 million new jobs were created as a result of direct, indirect and induced activity.
- The total contribution of Travel & Tourism to employment grew by 2.6% in 2015, while the total GDP contribution grew by 3.1% – faster than wider economic growth (2.3%) for the fifth consecutive year.



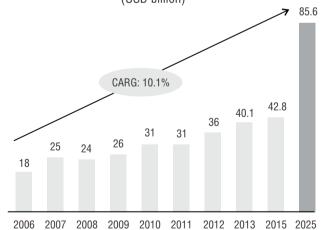
- In GDP growth terms, the Travel & Tourism sector outperformed several other major economic sectors in 2015, including manufacturing and retail. In employment growth terms, the Travel & Tourism sector outperformed various other select industries in 2015, including the financial services, education and health care sectors.
- At a country level, direct Travel & Tourism GDP growth outpaced economy-wide GDP growth in 127 of the 184 countries covered by the annual Economic Impact Research in 2015. Examples of economies where Travel & Tourism most markedly outperformed the wider economy in 2015 included Iceland, Japan, Mexico, New Zealand, Qatar, Saudi Arabia, Thailand, and Uganda.
- The sustained demand for Travel & Tourism, coupled with the sector's ability to consistently outperform the wider global economy and be resilient in the face of shocks, continues to underline its great significance and value as a key sector for economic development and job creation throughout the world.

Some Statistical data are represented below:-

RISING CONTRIBUTION TO INDIA'S GDP

- > Tourism in India accounts for 7.5 per cent of the GDP and is the third largest foreign exchange earner for the country
- > The tourism and hospitality sector's direct contribution to GDP is USD42.8 billion in 2015
- > The direct contribution of travel and tourism to GDP is expected to grow 7.2 per cent per annum from 2015 25 to USD85.6 billion

Direct contribution of tourism and hospitality to GDP (USD billion)



7. MANAGEMENT DISCUSSION AND ANALYSIS GENERAL ECONOMIC CONDITIONS AND OPPORTUNITIES

7.1 Market Overview

 The number of Foreign Tourist Arrivals (FTAs) has grown steadily in the last three years reaching around 7.103 million during January–November 2015 (4.5 per cent growth).

- The number of FTAs in November 2015 was 815,000, registering an increase of 6.5 per cent over November 2014.
- Foreign Exchange Earnings (FEEs) from tourism during January-November 2015 were Rs 1,12,958 crore (US\$ 16.94 billion), registering a growth of 1 per cent over the same period of last year.
- The number of tourists arriving on e-Tourist Visa during the month of October 2015 reached a total of 56,477 registering a growth of 1987.9 per cent or 21 times as compared to 2,705 tourists in October 2014.
- Online hotel bookings in India is continuously rising and are expected to double by 2016 due to the increasing penetration of the internet and smart phones.

(Source: www.ibef.org)

7.2 Continued Growth in Investment in Tourism Sector

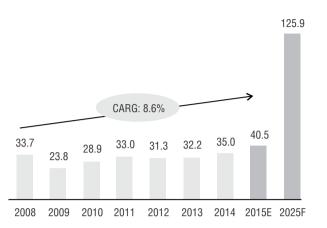
The tourism & hospitality sector is among the **top 15 sectors in India** to attract the highest Foreign Direct Investment (FDI). During the period April 2000 to September 2015, the hotel and tourism sector attracted around **US\$ 8.48 billion** of FDI, according to the data released by Department of Industrial Policy and Promotion (DIPP).

With the rise in the number of global tourists and realizing India's potential, many companies have invested in the tourism and hospitality sector. Some of the recent investments in this sector are as follows:

- Fairfax-owned Thomas Cook has acquired Swiss tour operator Kuoni Group's business in India and Hong Kong for about Rs 535 crore (US\$ 80.3 million) in order to scale up inbound tour business
- US-based Vantage Hospitality Group has signed a franchise agreement with India-based Miraya Hotel Management to establish its mid-market brands in the country.
- Thai firm Onyx Hospitality and Kingsbridge India hotel asset management firm have set up a joint venture (JV) to open seven hotels in the country by 2018 for which the JV will raise US\$ 100 million.
- ITC is planning to invest about Rs 9,000 crore (US\$ 1.35 billion) in the next three to four years to expand its hotel portfolio to 150 hotels. ITC will launch five other hotels - in Mahabalipuram, Kolkata, Ahmedabad, Hyderabad and Colomboby 2018.
- Goldman Sachs, New-York based multinational investment banking fund, has invested Rs 255 crore (US\$ 38.3 million) in Vatika Hotels.

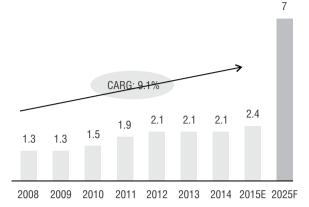
CONTINUED GROWTH IN INVESTMENTS IN THE TOURISM SECTOR

Capital investments in the tourism sector (USD billion)



- Capital investment in the tourism and hospitality sector has been rising consistently
- Investments are expected to increase at a CAGR of 8.6 per cent during 2009-25F
- By 2025, investments are expected to increase to USD125.9 billion

Collective government spending on tourism (USD billion)



- The government's collective spending on the tourism and hospitality sector is estimated to be USD2.4 billion in 2015
- Collective government spending on tourism is expected to grow at a CAGR of 9.1 per cent from 2008-15
- By 2025F, the government's collective spending is expected to increase to USD7.0 billion

7.3 Government Initiatives in Year 2015

Swadesh Darshan

- Based on specific themes, government had identified five circuits which includes Krishna Circuit, Buddhist Circuit, Himalayan Circuit, North East Circuit and Coastal Circuit
- USD98.3 million has been allocated for Swadesh Darshan under the Union Budget 2015-16

Pilgrimage Rejuvenation and Spiritual Augmentation Drive (PRASAD)

- National Mission on Pilgrimage Rejuvenation and Spiritual Augmentation was implemented by the Ministry for enhancing the facilities provided and infrastructure at pilgrimage centers of all cities
- During the Union Budget 2015 16, an investment of USD16.4 million was allocated

National Tourism Policy 2015

 Formulation of National Tourism Policy 2015 that would encourage the citizens of India to explore their own country as well as position the country as a 'Must See' destination for global travelers

Tourism Projects

- In FY15, USD1.13 million has been sanctioned to Kerala for development of tourism in the state
- In October 2015, Andhra Pradesh government signed memorandum of Understandings for 8 tourism projects worth USD203.1 million
- In August 2015, Tourism Ministry has sanctioned USD16.35 million or the 'Integrated Development of Eco-Tourism Circuit' in Mahabubnagar district of Telangana



7.4 Advantage to Hotel Industries in India:-

Robust demand

- Foreign tourist arrivals expected to increase at a CAGR of 7 per cent over 2005–25
- India registered 7.1 million foreign tourist arrivals in 2015 (January to November), registering an annual growth of 5.4 per cent over the previous year

Attractive opportunities

- India has a diverse portfolio of niche tourism products cruises, adventure, medical, wellness, sports, MICE, ecotourism, film, rural and religious tourism
- India is expected to receive nearly half a million medical tourists by 2015, implying an annual growth of 30 per cent.

Diverse attractions

- India offers geographical diversity, attractive beaches, 30
 World Heritage Sites and 25 biogeographic zones
- The country's big coastline is dotted with a number of attractive beaches.

Policy support

- The Visa on Arrival scheme was extended to 150 countries in 2015
- A five-year tax holiday has been offered for 2, 3, and 4 star category hotels located around UNESCO World Heritage sites (except Delhi and Mumbai)

7.5 EMERGING TOURISM AND HOSPITALITY SEGMENTS

RURAL TOURISM

The aim is to develop interest in heritage and culture; and promote visits to village settings to experience and live a relaxed and healthy lifestyle

ADVENTURE TOURISM

- A wide range of adventure sports are covered under this category with specialised packages
- The activities include mountaineering, trekking, bungee jumping, mountain biking, river rafting, and rock climbing

LUXURY TOURISM

The luxury travel market is projected to reach USD14.7 billion in 2015 and it was pegged to grow at 25 per cent on a year – on – year basis between 2013 and 2015

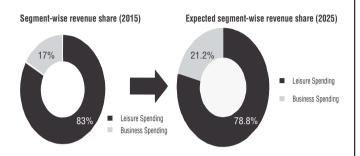
MEDICAL TOURISM

Tourists seek specialized medical treatments, mainly ayurvedic, spa and other therapies

 The primary purpose is achieving, promoting ormaintaining good health and a sense of well-being

7.6 RISING REVENUES FROM LEISURE AND BUSINESS SEGMENTS

- Revenues from leisure travel constitute over 83 per cent of total tourism revenues in India
- Revenues from leisure travel totaled USD95.95 billion in 2015 and are estimated to reach USD153.72 billion by 2025
- Business travel revenues stood at USD19.09 billion in 2015 and are projected to reach over USD41.4 billion by 2025



8. INTERNAL COMPLAINT COMMITTEE (SHWW PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

We always desired to work in a safe and healthy environment the major component of which is equality. That's why at Sayaji, we have constituted aninternal complaint committee to provide protection against sexual harassment of the women at the work place and for prevention and redressal of the complaints of sexual harassment.

The Committee is constituted as per the Sexual Harassment of Woman at Workplace (Prevention, Prohibition And Redressal) Act, 2013.

9. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As the average net profit of the Company for last 3 years is negative hence there is no liability on the Company to incur expenditure on CSR activities as prescribed u/s 135 and schedule VII of the Companies Act, 2013. Ever so, the Company has constituted the CSR Committee of the Board and the CSR Policy has also been approved by the Board and placed on the Company's website at www.sayajihotels.com

As the Company is not coming under the purview of Section 135 of the Companies Act, 2013 hence is not required to provide particulars of CSR.

10. RISK AND CONCERN

10.1 Industry Risk

General economic conditions

The hospitality industry is prone to impacts due to fluctuations in the economy caused by changes in global and domestic economies, changes in local



market conditions, excess hotel room supply, reduced international or local demand for hotel rooms and associated services, competition in the industry, government policies and regulations, fluctuations in interest rates and foreign exchange rates and other social factors. Since demand for hotels is affected by world economic growth, a global recession could also lead to a downturn in the hotel industry.

Socio-political risks

In addition to economic risks, your Company faces risks from the socio-political environment, internationally as well as within the country and is affected by events like political instability, conflict between nations, threat of terrorist activities, occurrence of infectious diseases, extreme weather conditions and natural calamities, etc. which may affect the level of travel and business activity.

Competition from Global Hotel Chains

The Indian subcontinent, South East Asia and Asia Pacific with high growth rates have become the focus area of major global hotel chains. Several of these chains have announced their plans to establish hotels to take advantage of the demand supply imbalance. These entrants are expected to intensify the competitive environment. The success of our Group will be dependent upon its ability to compete in areas such as quality of accommodation, brand recognition, service level, convenience of location, the quality and scope of other amenities, including food and beverage facilities.

Increased outbound travel

Recent competitiveness in international airfares and strengthening financial health of Indian people resulted in destinations like Europe, South East Asia and Australia becoming more affordable to the average Indian travelers. This has increased outbound travel and presents a risk to the domestic segment for leisure tourism.

10.2 Risk mitigation initiatives

Our Company employs various policies and methods to counter these risks effectively, as enumerated below:

 Your Company has implemented various security measures at all its properties which inter alia include screening of guest's luggage, installation of metal detectors etc. to counter the security risk.

- By extensively improving its service standards, as also progressively renovating its properties, across the multi brand portfolio, your Company counters the risk from growing competition and new supply. Further, it gains operating and financial leverage, by expansion through management contracts and leveraging the strengths of its Associates.
- By removing obsolete technology and adopting modern methodology, we endeavor to control the cost of services provided by the Company.
- To attract the customers in lean period by providing attractive packages.
- Aggressive marketing through various offline and online mediums.

10.3 Policies that deal with Risk Management

RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

- The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.
- The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.
- The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

- The Company has a vigil mechanism named "Whistle Blower/Vigil Mechanism Policy" to deal with instance of fraud and mismanagement, if any.
- The details of the Whistle Blower/Vigil Mechanism Policy is explained in the Corporate Governance Report and also posted on the website of the Company.



11. HUMAN RESOURCES -

As in the Hotel Industry is based on serving human to human hence, it becomes imperative to have the people who possess adequate knowledge, skills and qualities so that the firms can succeed and grow not only within domestic boundaries but also in the national arena. The Company continues to maintain a very cordial and healthy relationship with its work force across all its units. The total number of permanent employees on roll as at March 31, 2016 was 2136 across all its units.

With the increase in work force due to expansion in business, envisage the requirement of adequate on-the-job training across the various levels of employees, a major thrust to the training and development of multi skilled certification programmes has been provided to the Trainees.

A dynamic and transparent performance appraisal system that is KPI Score technique which imparts various positive initiatives towards employee welfare requirements ensured maintaining the employees' morale at greater heights.

12. SAFETY, HEALTH AND ENVIRONMENT

Providing and supporting a safe and secure environment for our guests, employees and those working at or otherwise visiting our hotels and corporate offices is of paramount importance and therefore Sayaji applies high standards of health and safety across the Group. We ensure the protection and well-being of those working for Sayaji through suitable work-based strategies enumerated below:-

- minimize the risk of injury from work activity;
- ensure that sufficient information and systems are in place to address health and safety concerns;
 - > involve employees in the continuous improvement,
- Reporting and review of health and safety matters.

Recognizing the importance of operating safe hotels, our commitment to safety, security and crisis management in hotels is a fundamental part of being a responsible business. We therefore require hotels to comply with a set of global Brand Safety Standards. We also support hotel owners, General Managers and hotel employees to manage risk effectively by giving them a systematic approach and framework to follow and providing them with user-friendly tools and training.

Hotels are assessed by various methods, including self-assessment, guest satisfaction surveys, design and engineering plans, incidents, intelligence gathering, quality audits and risk management reviews. Hotel management teams discuss issues periodically and develop action plans

where risks are prioritized, responsibilities assigned and improvement actions identified, progressed and monitored. Action plans are reviewed as necessary by appropriate people to escalate and drive action or develop common solutions.

13. PERFORMANCE OF THE SUBSIDIARY COMPANIES -AUDITED FINANCIAL STATEMENTS OF THE COMPANY'S SUBSIDIARIES

As on 31stMarch, 2016, the Company had **3 subsidiaries** and **1 Associate Company**. During the year Sayaji has incorporated a wholly owned Subsidiary named as Sayaji Housekeeping Services Limited, accordingly the number of subsidiaries of the Companies has increased from 2 to 3 during the year under review. There was no change in the nature of business of the subsidiaries.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statement of the Company and all its subsidiary and Associate companies, which is forming part of the Annual Report. A statement containing salient features of the financial statements of the subsidiary/associate companies is also included in the Annual Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.sayajihotels.com.

Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company, www.sayajihotels.com. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's Registered Office or e-mail to cs@sayajiindore.com

14. BOARD OF DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL& BOARD MEETINGS

The Board of directors of the Company is duly constituted and Company is having total 7 directors in the Board, out of that 2 are Independent since the Chairman of the Company is Independent director, the Company needs to have atleast 1/3 of the total number of directors as per the requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, however, presently Company has only 2 independent director. Company is looking for a suitable person to be appointed as Independent Director and will comply the requirement shortly.



14.1 Changes in the composition of Board of directors

During the year Madhya Pradesh Financial Corporation has withdrawal the nomination of Mr. Y.S. Mehta (DIN 00418859) from the Board of the Company w.e.f. 08th Dec., 2015 (since the entire loan amount of corporation has been repaid by the Company). Mr. Vinit Shah, (DIN 00118610) resigned from the Board on 19th December 2015. The designation of Mr. Raoof Dhanani (DIN 00174654) has been changed to Managing Director of the Company w.e.f. 05th November, 2015.

Except above, there wereno changes done in the constitution of the board.

14.2 Independent Directors

The Company has received the necessary declaration from Independent Directors that is Mr. T. N. Unni and Mr. Pradeep Goyal in accordance with Section 149(7) of the Companies Act, 2013, that they meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and the Board of directors are satisfied that all the independent directors of the Company fulfill the criteria of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

14.3 Retirement by rotation -

In accordance with the provisions of Section 152(6) of the Companies Act, 2013and in terms of Articles of Association of the Company, Mrs.Suchitra Dhanani (DIN 00712187) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. The Board recommends her appointment.

14.4 Changes in other Key Managerial Personnel

During the Year Mr. Raoof Razak Dhanani has been designated as KMP w.e.f 5th Nov. 2015. Except this there were no changes done in the position of KMP.

14.5 Number of meetings of the Board

The Board met six times during the year at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business, however, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meetings.

The notice of Board meeting is given well in advance to all the Directors. The detailed Agenda of the Board/Committee meetings circulated at least a week prior to the date of the respective meetings. The Agenda for the Board and Committee meetings includes detailed notes on the items to

be discussed at the meeting to enable the Directors to take an informed decision.

The details of all the Board Meetings are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

14.6 Familiarization Programme for Independent Directors

The Company has put in place a programme to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The details of the familiarization programme are disclosed at the website of the Company at www.sayajihotels.com.

14.7 Selection of New Directors and Board Membership Criteria

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The "Nomination and Remuneration Policy" for appointment and removal of Directors and determining Directors' independence which forms part of the Annual Report and also placed at the website of the Company at www.sayajihotels.com.

14.8 Annual evaluation of the Board

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance.

The aspects covered in the evaluation includes:-

- i. Contribution to and monitoring of corporate governance practices,
- ii. participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.
- iii. Attendance of Board Meetings and Board Committee Meetings
- iv. Strategic perspectives or inputs regarding future growth of Company and its performance



- v. Providing perspectives and feedback going beyond information provided by the management
- vi. Not just making Commitment but also putting efforts to achieve those commitments made to shareholder and other stakeholder interests

15. INTERNAL CONTROL SYSTEMS

The Board of Directors and key managerial persons are responsible for ensuring that internal financial controls have been laid down in the Company and that such controls are adequate and are functioning effectively. Sayaji has policies, procedures, and management systems in place that map into the definition of Internal Controls as detailed in the Companies Act, 2013. These have been established at the entity and process levels and are designed to ensure compliance to internal control requirements, regulatory compliance and appropriate recording of financial and operational information.

15.1 A Catalog of Various Polices of the Company are hereunder:

- Corporate Social Responsibility Policy
- Familiarization programme for Independent directors
- Material Subsidiary Policy
- Related Party Transaction Policy
- Risk Management Policy
- Remuneration and Nomination Policy
- Policy for determination of materiality

The Audit Committee met the Company's Statutory and Internal Auditors to ascertain their views on financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal controls and systems followed by the Company. The Management acted upon the observations and suggestions of the Audit Committee

16. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Notes to

the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March, 31st 2016 and of the profit of the Company for the year ended on that date;

- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

17. COMPOSITION OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently six Committees of the Board, as follows:

- Audit Committee
- Corporate Social Responsibility Committee
- Borrowing and Investment Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report and also placed at the website of the Company at www.sayajihotels.com

18. RELATED PARTY TRANSACTIONS

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

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the



transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. A disclosure as required under section 134(3)(h) of the Companies Act, 2013 and the Rule 8(2) of the Companies (Accounts) Rules, 2014 being enclosed in the **Form AOC-2 as "Annexure A"** with the Board's Report.

19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS -

During the financial year Company has received notice from Indore Development Authority "IDA" for cancellation of the lease for the entire land of Indore Hotel Property on the ground that the Company has constructed some shops on the land and sold the same. Since IDA has not provided opportunity of personal hearing to the Company therefore, Company has filed a writ petition before the Honorable High Court of Madhya Pradesh (Indore Bench) for cancellation of the order of IDA. The honorable High Court has passed the order in favor of the Company and guashed the order.

As per High Court directions, IDA has granted the opportunity of personal hearing and heard company's plea on this matter. Presently the matter is pending with IDA itself.

Except above, there are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

20. STATUTORY AUDITORS

M/s K. L. Vyas & Co., Chartered Accountants, (F.R.No 003289C) the statutory auditors of the Company, eligible for ratification of their appointment in the ensuing AGM. Members of the Company at the AGM held on 23rd August, 2014 had approved the appointment of M/s K. L. Vyas & Co., as the Statutory Auditors for a term of 4 financial years as required by the provisions of the Companies Act, 2013, their appointment needs to be ratified by members each year at the AGM. Accordingly, requisite resolution forms part of the notice convening the AGM.

The Auditors' have confirmed their eligibility under Section 141(3)(g) of the Companies Act, 2013 and the Rules framed thereunder for ratification for appointment as Auditors of the Company. As required under SEBI (LODR) Regulations, 2015, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

21. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Neelesh Gupta& Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith in the Form MR-3 as "Annexure B".

22. FNHANCING SHARFHOI DERS VAI UF

Sayaji believes that "try not to become a person of success, but rather try to become a person of value".

Accordingly, your Company provides great importance to the shareholders, and the operations which are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

23. CORPORATE GOVERNANCE

At Sayaji, we ensure that we evolve and follow the corporate governance guidelines and best practices sincerely to not just boost long-term shareholder value, but to also respect minority rights. We consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance, as well as the leadership and governance of the Company. Pursuant to the SEBI (LODR) Regulations, 2015, the Management Discussion and Analysis, the Corporate Governance Report and the Auditors' Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report.

23.1. CEO & CFO Certification

Certificate from Mr. Raoof Razak Dhanani, Managing Director and Mr. Sandesh Khandelwal, Chief Financial Officer, pursuant to provisions of Regulation 17 and subregulation 8 of the SEBI (LODR) Regulations, 2015, for the year under review was placed before the Board of Directors of the Company at its meeting held on 30th May, 2016.

A copy of the certificate on the financial statements for the financial year ended March, 31, 2016 is annexed along with this Report.

24. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23and AS 27 issued by the Institute of



Chartered Accountants of India form part of this Annual Report.

25. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Energy conservation means to reduce the quantity of energy that is used for different purposes. This practice may result in increase of financial capital, environmental value, national and personal security, and human comfort.

Individuals and organizations that are direct consumers of energy may want to conserve energy in order to reduce energy costs and promote economic, political and environmental sustain ability. Industrial and commercial users may want to increase efficiency and thus maximize profit.

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013read with Rule, 8 of The Companies (Accounts)Rules, 2014, is annexed herewith as "Annexure C".

26. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

27. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return as on 31st March, 2016 in form MGT- 9 is annexed herewith as "Annexure D".

28. PARTICULARS OF REMUNERATION OF EMPLOYEES

The disclosure required to be made in terms of Section 197(12) of the Companies Act, 2013 and Rule 5(1) is annexed herewith as "**Annexure E**".

During the year there was no 'employee drawing remuneration' required to be disclosed as per the provision of section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

29. ACKNOWLEDGEMENTS

Our Directors thanks various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

30. ADVISORY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations.

Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting charges of rooms & selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

For and on behalf of the Board of Directors

T. N. Unni Chairman DIN 00079237

Place : Indore Date : 06.08.2016

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ANNEXURE 'A' TO BOARD'S REPORT Form AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013]

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

There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2016, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions (c)	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Date(s) of approval by the Board, if any (e)	Amount paid as advances, if any (f)
Sayaji Housekeeping Services Ltd.	Investment into the equity shares	Not Applicable	Investment into the shares of the Sayaji Housekeeping Services Ltd. upto Rs. 699.00 Lakhs	13.02.2016	None
Sayaji Housekeeping Services Ltd.	Sale of Investment	Not Applicable	Sell of the investment of the Company into the equity shares of M/s Barbeque-Nation Hospitality Ltd. to M/s Sayaji Housekeeping Services Ltd.(wholly owned subsidiary)	19.03.2016	None





ANNEXURE 'B' TO BOARD'S REPORT SECRETARIAL AUDIT REPORT FORM - MR-3

To,
The Members,
SAYAJI HOTELS LIMITED
CIN-L51100GJ1982PLC005131
KALA GHODA, SAYAJI GUNJ
OPP.RAJASHREE TALKIES
BARODA, Gujarat

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

Company's Board of Directors is responsible for the matters of Compliances of the various provisions of the Companies Act, 2013 and other applicable laws. Our responsibility to conduct the audit of the Compliances made during the year upon test check basis, We have adopted such methods and procedure and Based on our verification of the **Sayaji Hotels Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March,2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under:
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under

- (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:
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:
 - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:

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

 Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above.

However, Company has received a show cause notice from SEBI dated 10th December, 2015 regarding non - compliance relating to Minimum Public shareholding. As per the shareholding pattern of



the company for the quarter ended Promoter Shareholding was 79.92% and Minimum Public shareholding was below minimum that is 25% SEBI has stated violation of Rule 19A of Securities Contract (Regulation) Act, 1956 and has ordered to freezing the voting rights and corporate benefits like, dividend, bonus shares, right shares with respect to the excess of proportionate promoter/promoter group shareholding and has prohibit the promoter to deal in the securities of the Company except for meeting the requirement of the minimum public shareholding and restraining the directors of the Company to hold directorship in other listed companies.

Company has in order to comply with the minimum public shareholding has offloaded the excess shares in the market by giving offer for sale on 10th February, 2016 and 12th March, 2016 and thereby Promoter shareholding has come down to 74.93% and has made Compliance of the MPS. Further, SEBI has vide letter dated 17th May, 2016 withdrawn all the restriction imposed on the promoters and the Company vide its earlier order, however, it has referred the matter (for delay compliance) for adjudication under section 23I of Securities Contracts (regulation) 1956 read with Securities Contract (Regulation) (Procedure for holding of enquiry and imposing of penalty by adjudicating officer) Rules, 2005.

We 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 and necessary arrangement was put in place in order to ensure the participation of Director in the Board meeting through video conferencing.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:-

During the audit period of the company, there were no instances of:

- (i) Public/Rights/ debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- $(iii) \quad Merger/amalgamation/reconstruction\,etc.$
- (iv) Foreign technical collaboration.

However, the members of the Company have passed following resolutions:

- -Special Resolution pursuant to Section 188 of the Companies Act, 2013 approving the related party transactions.
- -Special Resolution regarding alteration of adoption of new set of Articles of Association as per Companies Act, 2013.

For Neelesh Gupta & Co. Company Secretaries

> Cs. Neelesh Gupta Proprietor CP No. 6846

Date: 08.06.2016 Propr
Place: Indore CP No. (
Note: In order to give proper view of the Compliances made b

Note: In order to give proper view of the Compliances made by the company events occurring after 31st March, 2016 also form part of this audit.





The Members. **SAYAJI HOTELS LIMITED** CIN-L51100GJ1982PLC005131 KALA GHODA. SAYAJI GUNJ **OPP.RAJASHREE TALKIES** BARODA, Gujarat

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

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
 - Company has held all requisite no. of Board Meetings/audit committee meetings/ Nomination & Remuneration committee complied with the provision of Companies Act, 2013.
 - Management properly maintained minutes book and duly authenticated by the chairman.
 - Management has kept and properly entered records in all statutory books in their registered office

- Request for transfer or transmission of shares have been received by the company during the year
- Notice of Board meetings were duly sent to all the directors.
- Notice of annual general meeting has been duly sent to all the members.
- Company has obtained secured loans from banks/ financial institutions and duly entered in statutory
- Company has not directly indirectly advanced any loans to any of the its Director or KMP or any other person in whom the director is interested or given any guarantee or provided any security in connection with any loan taken by him or such other person (under section 185 & 188)
- Company has not accept any deposit (u/s 73)
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, Standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 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.

For Neelesh Gupta & Co. **Company Secretaries** Cs. Neelesh Gupta

Date: 08.06.2016 Place: Indore

Proprietor CP No. 6846

ANNEXURE 'C' TO BOARD'S REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO [Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]

Conservation of Energy -(A)

- The steps taken or impact on conservation of energy: -
- The steps taken by the Company for utilizing alternate sources of energy; - Company has taken solar power units from Ujaas Energy Ltd. for its hotel situated at Indore. Effectively 68% of power consumption of the above said hotel unit of the Company is through solar energy.
- (iii) The capital investment on energy conservation equipment; - None

(B) **Technology Absorption**

- The efforts made towards technology absorption: No technology absorption was done by the Company during the last financial year.
- The benefit derived like product improvement, cost reduction, product development or import

substitution: - N.A.

- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -Company has not imported any technology during the last three financial years.
 - The details of technology imported; N.A.
 - The year of import; N.A.
 - Whether the technology been fully absorbed; -
 - If not fully absorbed, areas where absorption has not taken place, and the reason thereof; and
 - The expenditure incurred on Research and Development - N.A.

Foreign exchange earnings and Outgo-

- Foreign Exchange Earning Rs.787.17 Lakhs
- ii. Foreign Exchange Outgo - Nil



ANNEXURE 'D' TO BOARD'S REPORT EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2016

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

FORM NO. MGT - 9

I. Registration and Other Details

CIN	L51100GJ1982PLC005131
Registration Date	05/04/1982
Name of the Company	Sayaji Hotels Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	Opp. Rajshree Talkies, Near Kala Ghoda, Sayajiganj, Vadodara – 390005 (Gujarat) Phone : 0265-2363030; Fax : 0265-2226134; Email – cs@sayajiindore.com
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Link In Time India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400078, Phone : 022-25963838 Email:rima.shah@linkintime.co.in, Name of Contact Person: Rima Shah

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:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company		
Hotel	55101	29.48%		
Restaurants and Banquet	56301	70.52%		

III. Name and Address of the Subsidiary/Associates Companies:

Name and address of the Company	CIN / GLN	CIN / GLN Holding/Subsidiary/ Associate		Applicable Section
Malwa Hospitality Pvt. Ltd.	U55209MP2008PTC020502	Subsidiary	51.67%	2(87)
Aries Hotels Pvt. Ltd.	U74300GJ1996PTC030171	Subsidiary	52.37%	2(87)
Genex Hotels Pvt. Ltd.	U55100MP2012PTC028300	Associate	50.00%	2(6)
Sayaji Housekeeping Services Ltd.	U74900KA2016PLC086985	Wholly-Owned Subsidiary	100%	2(87)



PART - A EQUITY SHARES

IV (A). SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of the total Equity)

i) Category-wise Shareholding

	No. of Sha	ares held at th	e beginning o	f the year	No. of Shares held at the end of the year			% Change	
Category of Shareholder	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
A. Promoters									
(1) Indian									
a) Individual / HUF	9741858	1641100	11382958	64.98	8867935	1641100	10509035	59.99	(4.99)
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	2497575	120000	2617575	14.94	2497575	120000	2617575	14.94	0
e) Banks / Fl	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1):	12239433	1761100	14000533	79.92	11365510	1761100	13126610	74.93	(4.99)
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / Fl	0	0	0	0	0	0	0	0	0
e) Any Other	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 Promoters (A) = (A)(1)+(A)(2)	12239433	1761100	14000533	79.92	11365510	1761100	13126610	74.93	(4.99)
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	0	4000	4000	0.02	0	4000	4000	0.02	0
b) Banks / FI	0	300	300	0.00	0	300	300	0.00	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0.00	0
Sub-Total (B)(1):	0	4300	4300	0.02	0	4300	4300	0.02	0
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	107128	13373	120501	0.69	90662	13373	104035	0.59	(0.10)
ii) Overseas					0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto 1 Lac	292715	223154	515869	2.95	304210	215529	519739	2.97	0.02

0-1	No. of Sha	ares held at th	e beginning o	ginning of the year No. of Shares held at the end of the year		No. of Shares held at the end of the year			% Change
Category of Shareholder	Demat	Physical	Total	Total % of Shares	Demat	Physical	Total	Total % of Shares	during the year
ii) Individual Shareholders holding nominal share capital upto 1 Lac	652352	0	652352	3.72	719782	0	719782	4.11	0.39
c) Others (HUF and Non Resident (Non Repatriable))	0	0	0	0	9413	0	9413	0.05	0.05
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	0	0	0	0	0	0	0	0	0
ii) Other Foreign Nationals	0	0	0	0	0	0	0	0	0
iii) Foreign Bodies	0	0	0	0	0	0	0	0	0
iv) NRI / OCBs	2206655	17183	2223838	12.70	3016416	17183	3033599	17.32	4.62
v) Clearing Members/ Clearing House	607	0	607	0.00	512	0	512	0.00	0.00
vi) Trusts	0	0	0	0	10	0	10	0	0
vii) LLP	0	0	0	0	0	0	0	0	0
viii) Foreign Portfolio Investor (Corporate)	0	0	0	0	0	0	0	0	0
ix) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Sub-Total (B)(2):	3259457	253710	3513167	20.06	4141005	246085	4387090	25.05	4.98
Total Public Shareholding (B)=(B)(1)+(B)(2)	3259457	258010	3517467	20.08	4141005	250385	4391390	25.07	4.98
Grand Total (A+B)	15498890	2019110	17518000	100	15506515	2011485	17518000	100	0

ii) Shareholding of Promoters

	Shareholdin	g at the beginnin	g of the year	Sharehol	% change in		
Shareholders Name	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	shareholding during the year
Raoof Razak Dhanani	4772574	27.24	0	3898651	22.25	0	(4.99)
Anisha Dhanani	2643256	15.09	0	2643256	15.09	0	0
Ahilya Hotels Ltd.	2455000	14.01	21.79	2455000	14.01	35.03	0
Late. Sajid R. Dhanani	2435511	13.90	87.09	2435511	13.90	75.96	0
Nasim Desai	626900	3.57	87.73	626900	3.57	0	0
Suchitra Dhanani	320829	1.83	97.36	320829	1.83	35.02	0
Kayum Dhanani	118100	0.67	66.89	118100	0.67	66.89	0
Habibunisha Dhanani	111077	0.63	54.02	111077	0.63	54.02	0
Abbas Shaikh	50000	0.29	100	50000	0.29	100	0
Sadika Memon	50100	0.29	99.80	50100	0.29	99.80	0
Bipasha Dhanani	50000	0.29	0	50000	0.29	0	0
Shamim Sheikh	92577	0.53	54.01	92577	0.53	54.01	0
Nasim Dhanani	17378	0.10	0	17378	0.10	0.00	0

	Sharehol	ding at the end o	f the year	Shareholdin	% change in			
Shareholders Name	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	shareholding during the year	
Abdul RazakDhanani	50600	0.29	98.81	50600	0.29	98.81	0	
Gulshanbanu Memon	17378	0.10	0.00	17378	0.10	0.00	0	
Mansoor Memon	100	0.00	0.00	100	0.00	0.00	0	
Jamila Dhanani	9200	0.05	0	9200	0.05	0	0	
Rafiqunisha Merchnat	17378	0.10	0	17378	0.10	0.00	0	
Liberty Construction & Leasing Ltd.	120000	0.69	100	120000	0.69	100	0	
Bharat Equity Services Ltd	1400	0.01	0.00	1400	0.01	0.00	0	
M.P. Agro Industries Ltd.	41175	0.24	0	41175	0.24	0.00	0	
Total	14000533	79.92		13126610	74.93		(4.99)	

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

	Shareholding at the begin	ning of the year	Cumulative Shareholding during the year			
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	14000533	79.92	14000533	79.92		
Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	12.02.2016 633265 Equity Shares sold in Offer For sale of Mr. Raoof Razak Dhanani 02.03.2016 240658 Equity Shares sold in Offer For sale of Mr. Raoof Razak Dhanani	(3.62)	13367268 13126610	76.31 74.93		
At the end of the year	13126610	74.93	13126610	74.93		

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

	Shareholding at the	beginning of the year	Shareholding at t	he end of the year
For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Abdul Gani Sarfaraz Dhanani	748687	4.27	748687	4.27
Sana Dhanani	716623	4.09	716623	4.09
Nasreen Yusuf Dhanani	715097	4.08	715097	4.08
Rohini S. Udar	526000	3.00	526000	3.00
Shraddha Ankit Gadiya	Nil	Nil	278600	1.59
Ankit Gadiya	Nil	Nil	278600	1.59
Shashikant Chandramohan Dubey	Nil	Nil	254850	1.45
Ramiz Darvesh	107552	0.61	115132	0.66
Trans Agro India Pvt. Ltd.	76000	0.43	76000	0.43
Dilip Kumar Gadiya	Nil	Nil	59850	0.34
Akshay Udar	18800	0.10	18800	0.10
Anil Gurumukh Bhagwani	18000	0.10	18000	0.10
Chandravati Gupta	9098	0.05	9098	0.05
Ratandeep Multitrade Pvt. Ltd.	8848	0.05	0	0.00



v) Shareholding of Directors and Key Managerial Personnel

	Shareholding at the	beginning of the year	Cumulative Shareh	olding during the year
For Each of the Directors and KMP	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Mr. Raoof Razak Dh	anani		
At the beginning of the year	4772574	27.24	4772574	27.24
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/ sweat equity etc):	12.02.2016 633265 Equity Shares sold in Offer For sale of Mr. Raoof Razak Dhanani	(3.62)	4139309	23.63
	02.03.2016 240658 Equity Shares sold in Offer For sale of Mr. Raoof Razak Dhanani	(1.37)	3898651	22.26
At the beginning of the year	3898651	22.26	3898651	22.26
	Mrs. Suchitra Dhai	nani		
At the beginning of the year	320829	1.83	320829	1.83
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/ sweat equity etc):	Nil	0	0	0
At the beginning of the year	320829	1.83	320829	1.83
	Mr. Kayum Razak Dh	nanani		
At the beginning of the year	118100	0.67	118100	0.67
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/ sweat equity etc):	Nil	0	0	0
At the beginning of the year	118100	0.67%	118100	0.67
	Mr. Abdul Razak Dh	anani		
At the beginning of the year	50600	0.29%	50600	0.29
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/ sweat equity etc):	Nil	0	0	0
At the beginning of the year	50600	0.29%	50600	0.29



	Shareholding at the	beginning of the year	Cumulative Shareho	lding during the year
For Each of the Directors and KMP	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
M	lr. Sandesh Khandelw	al (CFO)		
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
At the beginning of the year	Nil	Nil	Nil	Nil
	Mr. Amit Sarraf (C	SS)		
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
At the beginning of the year	Nil	Nil	Nil	Nil

Mr. T.N. Unni and Mr. Pradeep Goyal, Independent Directors and Mr. Sanjay Ahuja, Nominee Director do not hold any shares in the company.

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PART - B PREFERENCE SHARES

(Preference Share Capital Breakup as % of the total Paid up Preference Share Capital)

i) Category-wise Shareholding

Oataway of Ohayahalday	No. of Sha	ares held at th	e beginning o	f the year	No. of Shares held at the end of the year				% Change
Category of Shareholder	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
A. Promoters									
(1) Indian									
a) Individual / HUF	0	916662	916662	100	0	1000000	1000000	100	9.0
b) Central Govt.	0	0	0	0	0	0	0	0	
c) State Govt.(s)	0	0	0	0	0	0	0	0	
d) Bodies Corporate	0	0	0	00	0	0	0	0	
e) Banks / Fl	0	0	0	0	0	0	0	0	
f) Any Other	0	0	0	0	0	0	0	0	
Sub-Total (A)(1):	0	916662	916662	100	0	1000000	1000000	100	9.0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	
b) Other - Individuals	0	0	0	0	0	0	0	0	
c) Bodies Corporate	0	0	0	0	0	0	0	0	
d) Banks / Fl	0	0	0	0	0	0	0	0	
e) Any Other	0	0	0	0	0	0	0	0	
Sub-Total (A)(2):	0	0	0	0	0	0	0	0	
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	0	916662	916662	100	0	1000000	1000000	100	9.0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	0	0	0	0	0	0	0	0	
b) Banks / Fl	0	0	0	0	0	0	0	0	
c) Central Govt.	0	0	0	0	0	0	0	0	
d) State Govt.(s)	0	0	0	0	0	0	0	0	
e) Venture Capital Funds	0	0	0	0	0	0	0	0	
f) Insurance Companies	0	0	0	0	0	0	0	0	
g) FIIs	0	0	0	0	0	0	0	0	
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	
i) Others (specify)	0	0	0	0	0	0	0	0	
Sub-Total (B)(1):	0	0	0	0	0	0	0	0	
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	0	0	0	0	0	0	0	0	
ii) Overseas	0	0	0	0	0	0	0	0	
b) Individuals									
i) Individual Share- holders holding nominal share capital upto 1 Lac	0	0	0	0	0	0	0	0	

0-1	No. of Sha	ares held at th	e beginning o	f the year	No. of	Shares held a	Shares held at the end of the year		
Category of Shareholder -	Demat	Physical	Total	Total % of Shares	Demat	Physical	Total	Total % of Shares	during the year
ii) Individual Share- holders holding nominal share capital upto 1 Lac	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
i) Shares held Pakistani citizens vested with the Custodian of Enemy Property	0	0	0	0	0	0	0	0	0
ii) Other Foreign Nationals	0	0	0	0	0	0	0	0	0
iii) Foreign Bodies	0	0	0	0	0	0	0	0	0
iv) NRI / OCBs	0	0	0	0	0	0	0	0	0
v) Clearing Members/ Clearing House	0	0	0	0	0	0	0	0	0
vi) Trusts	0	0	0	0	0	0	0	0	0
vii) LLP	0	0	0	0	0	0	0	0	0
viii) Foreign Portfolio Investor (Corporate)	0	0	0	0	0	0	0	0	0
ix) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Sub-Total (B)(2):	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
Grand Total (A+B)	0	916662	916662	100	0	1000000	1000000	100	9.09

ii) Preference Shareholding of Promoters

	Shareholdin	g at the beginnin	g of the year	Sharehol	% change in		
Shareholders Name	No. of Shares	% of total Preference shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Preference shares of the Company	% of Shares Pledged / encumbered to total shares	shareholding during the year
Saba Dhanani	99999	10.90	0	125000	12.50	0	1.60
Sadiya Dhanani	66666	7.27	0	125000	12.50	0	5.23
Azhar Dhanani	125000	13.64	0	125000	12.50	0	(1.14)
Zuber Dhanani	124999	13.63	0	125000	12.50	0	(1.13)
Kayum Dhanani	125000	13.64	0	125000	12.50	0	(1.14)
Sara Dhanani	125000	13.64	0	125000	12.50	0	(1.14)
Saniya Dhanani	124999	13.64	0	125000	12.50	0	(1.14)
Suchitra Dhanani	124999	13.64	0	125000	12.50	0	(1.14)
Total	916662	100.00	0	1000000	100.00	0	0

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

	Preference Shareholding at the	beginning of the year	Cumulative Preference Shareholding during the year			
	No. of Shares	% of total Paid up Preference shares of the Company	No. of Shares	% of total Paid up Preference shares of the Company		
At the beginning of the year	916662	100.00	916662	100.00		
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/	30.05.2015 83337 shares were allotted	8.33	999999	100.00		
decrease (e.g. allotment/transfer/bonus/sweat equity etc):	12.08.2015 1 shares were allotted	0.00	1000000	100		
At the end of the year	999999	100.00	1000000	100.00		

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs): Nil

v) Shareholding of Directors and Key Managerial Personnel

	Shareholding at the	beginning of the year	Cumulative Shareholding during the year		
For Each of the Directors and KMP	No. of Shares	% of total Paid up Preference shares of the Company	No. of Shares	% of total Paid up Preference shares of the Company	
	Mrs. Suchitra Dhai	nani			
At the beginning of the year	124999	13.64	124999	13.63	
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	1 share were allotted on 30.05.2015	0.00	1250000	12.50	
At the end of the year	124999	13.63%	124999	13.63%	
	Mr. Kayum Razak Dh	nanani			
At the beginning of the year	125000	12.50	125000	12.50	
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Nil	Nil	125000	12.50%	
At the end of the year	125000	12.50	125000	12.50	

vi. INDEBTNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness Rs. Lacs
Indebtedness at the beginning of the financial year i.e. 01.04.2015				
i) Principal Amount	6294.69	7.50	-	6302.19
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	13.37	-	-	13.37
Total (i+ii+iii)	6308.06	7.50	-	6315.56
Change in Indebtedness during the financial year i.e. 2015-16				
Addition	995.00	75.00	-	1070.00
Reduction	2206.64	28.66	-	2235.30
Net Change	(1211.64)	46.34	-	(1165.30)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness Rs. Lacs
Indebtedness at the end of the financial year i.e. 31.03.2016				
i) Principal Amount	5083.63	53.84	-	5137.47
ii) Interest due but not paid			-	
iii) Interest accrued but not due	12.79		-	12.79
Total (i+ii+iii)	5096.42	53.84	-	5150.26

vii. REMUNERATION OF DIRECTOR AND KMP

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

S.No.	Particular of Remuneration	Mrs. Suchitra Dhanani (In Lacs)	Mr. Raoof Razak Dhanani (Rs. In Lacs)	Total (In Lacs)
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	18.77	0.00	18.77
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	12.71	0.00	12.71
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-		-
2	Stock Options	-		-
3	Sweat Equity	-		-
4	Commission	-		-
	- as % of profit	-		-
	- others, specify	-		-
5	Others, please specify	-		-
	Total	31.48	0.00	31.48

B. Remuneration to other Directors:

1. Independent Directors (Rs. In Lacs)

S.No.	Particular of Remuneration	Mr. T. N. Unni	Mr. Pradeep Goyal	Mr. Vinit Shah	Total
1	-Fee for attending Board/Committee Meetings	0.54	0.35	0.07	0.96
2	-Commission	-	-	-	-
3	- Others, please specify	-	-	-	-
	Total B.1	0.54	0.35	0.07	0.96

2. Non-Executive Directors (Rs. In Lacs)

S.No.	Particular of Remuneration	Mr. Abdul Razak Dhanani	Mr. Kayum Razak Dhanani	Tourism Finance Corporation of India Ltd.	Mr. Y. S. Mehta	Total
1	-Fee for attending Board/Committee Meetings	0	0	0.14	0.16	0.30
2	-Commission	-	-	-	-	-
3	- Others, please specify	-	-	-	-	-
	Total B2	0	0	0.14	0.16	0.30
	Total (B1+B2)					1.26

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

S.No.	Particular of Remuneration	Mr. Sandesh Khandelwal CFO (Rs. In Lakhs)	Mr. Amit Sarraf CS (Rs. In Lakhs)	Total (Rs. In Lakhs)
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	11.14	4.14	15.28
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	7.63	2.92	10.55
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	
2	Stock Options	-	-	
3	Sweat Equity	-	-	
4	Commission	-	-	
	- as % of profit	-	-	
	- others, specify	-	-	
5	Others, please specify	-	-	
	Total C	18.77	7.06	25.83

viii. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES - NONE

	Туре	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	AUTHORITY [RD/NCLT/COURT]	Appeal made, if any (give details)	
A.	COMPANY						
	Penalty						
	Punishment						
	Compounding						
В.	DIRECTOR						
	Penalty						
	Punishment						
	Compounding						
C.	OTHER OFFICER IN DEFAULT						
	Penalty						
	Punishment						
	Compounding						





ANNEXURE 'E' TO BOARD'S REPORT

Disclosure pursuant to Section 197(12) of the Companies Act, 2013, and Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014]

i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;-

S. No.	Name of Director	Designation	Remuneration paid to Director in FY 15	Median Remuneration in FY 15	Ratio
i.	Mrs. Suchitra Dhanani	WTD	31.48	1.40	1:22.48

ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; -

S. No.	Name	Designation	Remuneration Paid in FY14 (In Lacs)	Remuneration Paid in FY 15 (In Lacs)	Change (In Lacs)	Change in terms of %
i.	Mrs. Suchitra Dhanani	WTD	31.42	31.48	0.06	0.19%
ii.	Mr. Sandesh Khandewal	CF0	17.34	18.77	1.43	8.24%
iii.	Mr. Amit Sarraf	CS	5.97	7.06	1.09	18.25%

iii. The percentage increase in the median remuneration of employees in the financial year; -

Remuneration FY15 Remuneration FY16 (In Lacs.) (In Lacs)		Increase (In Lacs)	%	
1.23	1.40	0.17	13.82%	

iv. The number of permanent employees on the rolls of company; -

Name of the Company No. of Employees on payroll (As on 31.03.15)		No. of Employees on payroll (As on 31.03.16)	% Change during the year	
Sayaji Hotels Ltd.	1851	2136	15.40%	

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;

Remuneration paid to employees excluding managerial personal for FY 15 (In lacs)	Remuneration paid to employees excluding managerial personal for FY 16 (In lacs)	% change in remuneration paid to employees excluding managerial personal (In lacs)	Remuneration paid to managerial personal for FY 15 (In lacs)	Remuneration paid to managerial personal for FY 16 (In lacs)	% change in remuneration paid to managerial personal (In lacs)
2492.52	3100.79	24.40%	54.74	57.31	4.69%

vi. Affirmation that the remuneration is as per the remuneration policy of the Company -

The remuneration provided by the Company to the directors and employees is as per the remuneration policy of the Company.



REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2016

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Sayaji Hotels Limited ('Sayaji') is committed to the adoption of best governance practices. The company's vision document spells out a direction for the policies and procedures which ensure long term sustain ability. Value creation for stakeholders is thus a continuous endeavor at Sayaji.

On the same lines the Company has always followed fair business and corporate practices while dealing with the shareholders, employees, customers, creditors, lenders and the society at large.

In harmony with this philosophy, the Company relentlessly strives for excellence by bench marking itself with esteemed companies with good corporate governance. Your company is compliant with all the provisions of Clause 49 of the Listing Agreement of the Stock Exchange as well as the SEBI (LODR) Regulations, 2015 as applicable to the Company since 1st December, 2015.

These main drivers, together with the Company's ongoing contributions to the local communities through meaningful "Corporate Social Responsibility" initiatives will play a pivotal role in fulfilling our renewed vision to be the most sustainable and competitive company in our industry and our mission to create value for all our stakeholders.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plants, transparency in decision making process, fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices being followed since the inception have contributed to the Company's sustained growth. The Company also believes that its operations should ensure that the precious natural resources are utilized in a manner that contributes to the "Triple Bottom Line".

The details of compliance are as follows:

GOVERNANCE STRUCTURE

Sayaji's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established Five Committees to discharge its responsibilities in an effective manner. Sayaji's

Company Secretary acts as the Secretary to all five Committees. The Chairman and Managing Director provide overall direction and guidance to the Board. Concurrently, the Managing Director is responsible for overall implementation. In the operations and functioning of the Company, the Managing Director is assisted by a Whole-Time Director and a core group of senior level executives.

Board of Directors -

At SHL, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. The Company's Board plays a pivotal role in ensuring that the Company runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board of Directors is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

Committee of Directors -

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the below mentioned committees. Each of these Committees has been mandated to operate within a given framework.



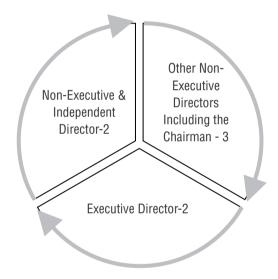


Management Structure -

Management Structure for running the business of the Company as a whole is in place with appropriate delegation of powers and responsibilities. A sub-set of Business transformation initiative undertaken by the management to support higher growth, institutionalization of best processes and new structures for governance, is dedicated by The Whole-Time Director and General Manager of respective units of the Company and are in overall control and responsible for the day-to-day working of the Company. They provide strategic directions, lay down policy guidelines and ensure implementation of the decisions of the Board of Directors and its various committees.

BOARD OF DIRECTORS

Composition of the Board as on March 31, 2016



The Chairman of the Board of Directors is the Non - Executive Independent Director Chairman.

Directors' Profile

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. The brief profile of the Company's Board of Directors is as under:

S.No.	Name of the Directors	Profile
1.	Raoof Razak Dhanani	Mr. Raoof Razak Dhanani aged 53 years is Managing Director of Sayaji Hotels Ltd., is graduate and was into the business of agro inputs and fertilizers for the past 25 years. Presently he is looking after the business of Sayaji Hotels Limited a BSE listed Company.

S.No.	Name of the Directors	Profile
2.	T. N. Unni	Mr. T.N. Unni, aged 77 years is a qualified Chartered Accountant based in Indore. He has been in the practice for the past 47 years. He lends valuable inputs on the accounting practices followed by the company as an Independent Director. He has also wide knowledge of taxation and good corporate governance practices.
3.	Suchitra Dhanani	Mrs. Suchitra Dhanani, aged 52 years is Whole-Time Director of Sayaji Hotels Ltd. and actively involved in day to day activities of the Indore unit of Sayaji Hotel
4.	Kayum Razak Dhanani	Mr. Kayum Dhanani, aged 44 years is qualified as an IGCS from Cambridge University. He is having over 20 years of experience in manufacturing of Soles, Shoes and related leather components. He also has experience in Retail business for past six years. At present he is the Managing Director of Barbeque-Nation Hospitality Limited, a leading chain restaurant Company of the Country.
5.	Mr. Abdul Razak Dhanani	Mr. Abdul Razak Dhanani, aged 84 years is father figure of Sayaji Hotels Ltd and has vast experience in fertilizers and hotel business.
6.	Mr. Sanjay Ahuja	Mr. Sanjay Ahuja, aged 46 years qualified as Company Secretary and Cost Accountant. Presently he is the Compliance Officer of Tourism Finance Corporation of India Ltd. "TFCI" and acting as a nominee of TFCI on the Board of the Company
7.	Mr. Pradeep Goyal	Mr. Pradeep Goyal, aged 52 years is a Chartered Accountant and having thorough experience in the field of Finance, Accounts and Taxation.

During the year Nomination of Mr. Y.S. Mehta has withdrawn by the Madhya Pradesh Financial Corporation w.e.f 08.12.2015 and Mr. Vinit Shah (Independent Director) resigned w.e.f.19.12.2015 from the Board of the Company.

Board Training and Induction

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Other Relevant Details of Directors:

News of the Divestor	Date of Annaintment	Catagoni	Number of directorship held in Indian	Chairmanship in	Committee Position		
Name of the Director	Date of Appointment	Category	Public/Private Co. including this Co.	the Board	Member	Chairman	
Mr. Abdul Razak Dhanani	16/02/1987	Promoter	8	2	2	2	
Mr. Raoof Razak Dhanani	14/11/2013	Promoter	13	0	1	0	
Mr. Kayum Razak Dhanani	30/11/2012	Promoter	13	1	0	0	
Mrs. Suchitra Dhanani	06/02/2014	Promoter	7	4	4	1	
Mr. T. N. Unni	31/01/2002	Independent	6	1	1	4	
Mr. Pradeep Goyal	06/02/2014	Independent	7	0	5	0	
Mr. Sanjay Ahuja	01/02/2012	Nominee of TFCI	1	0	2	0	

Board Meetings held during the Year

Date on which the Board Meetings were held	Total Strength of the Board	No of directors present
30.05.2015	9	7
12.08.2015	9	5
05.11.2015	9	5

Date on which the Board Meetings were held	Total Strength of the Board	No of directors present
13.02.2016	7	4
09.03.2016	7	3
19.03.2016	7	4

Attendance of Directors at Board Meetings

Attendances at the Board meeting held on	Mr. Abdul Razak Dhanani	Mr. Raoof Razak Dhanani	Mr. Kayum Razak Dhanani	Mrs. Suchitra Dhanani	Mr. T. N. Unni	Mr. Pradeep Goyal	Mr. Sanjay Ahuja	Mr. Y. S. Mehta	Mr. Vinit Shah
30.05.2015	Yes	Yes	No	Yes	Yes	No	Yes	No	Yes
12.08.2015	No	Yes	No	Yes	Yes	Yes	No	Yes	No
05.11.2015	No	Yes	No	Yes	Yes	Yes	No	Yes	No
13.02.2016	No	No	No	Yes	Yes	Yes	Yes	N.A.	N.A.
09.03.2016	No	No	Yes	Yes	Yes	Yes	No	N.A.	N.A.
19.03.2016	No	Yes	No	Yes	Yes	Yes	No	N.A.	N.A.

Note (1) Mr. Y.S. Mehta (Nominee Director of MPFC) and Mr. Vinit Shah (Independent Director) resigned from the Board w.e.f. 08.12.2015 and 19.12.2015 respectively.

(2) The Chairman of the Audit and Nomination and Remuneration Committee, The Statutory Auditors and CFO has also attended the aforesaid AGM.



Attendance of Directors at General Meeting

Attendances at the General meeting held on	Mr. Abdul Razak Dhanani	Mr. Raoof Razak Dhanani	Mr. Kayum Razak Dhanani	Mrs. Suchitra Dhanani	Mr. T. N. Unni	Mr. Pradeep Goyal	Mr. Sanjay Ahuja	Mr. Y. S. Mehta	Mr. Vinit Shah
26.09.2015	No	No	No	No	Yes	No	No	No	No

Disclosure of Relationship between Directors inter-se:

Name	Relationship	Name of other Directors in inter-se relationship
Mr. Abdul Razak Dhanani	Father	Mr. Raoof Razak Dhanani
		Mr. Kayum Razak Dhanani
	Daughter in Law	Mrs. Suchitra Dhanani
Mr. Raoof Razak Dhanani	Son	Mr. Abdul Razak Dhanani
	Brother	Mr. Kayum Razak Dhanani
	Sister in Law	Mrs. Suchitra Dhanani
Mr. Kayum Razak Dhanani	Son	Mr. Abdul Razak Dhanani
	Brother	Mr. Raoof Razak Dhanani
	Sister in Law	Mrs. Suchitra Dhanani
Mrs. Suchitra Dhanani	Father in Law	Mr. Abdul Razak Dhanani
	Brother in Law	Mr. Raoof Razak Dhanani
	Brother in Law	Mr. Kayum Razak Dhanani

No. of Shares held By Non-Executive Director

Name of Director and KMPs	No. of Shares Held	
Mr. Kayum Razak Dhanani	118100	
Mr. Abdul Razak Dhanani	50600	

The Companies Act, 2013 read with the relevant rules made there under, now facilitates the participation of a Director in Board/Committee Meetings through videoconferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through videoconferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through videoconferencing.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure. It monitors overall operating performance, OH&S performance, progress of major projects and reviews such other items which require Board's

attention. It directs and guides the activities of the Management towards the set goals and seeks accountability. It also sets standards of corporate behavior, ensures transparency in corporate dealings and compliance with laws and regulations. The Agenda for the Board Meeting covers items set out as guidelines in Regulation 17 to 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

G. Selection and Appointment of Director:

The Nomination & Remuneration Committee have approved a Policy for the Selection, Appointment and Remuneration of Directors. In line with the said Policy, the Committee facilitate the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. The abstract of the said Policy forms part of the Board's Report. Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and the retirement policy



laid down by the Board from time-to-time. The Managing Director and all the Non-executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically provided under the Articles of Association or under any statute.

As required under Regulation 46(2)(b) of the Listing Regulations, the Company has issued formal letters of appointment to the Independent Directors. The terms & conditions of appointment of their appointment are posted on the Company's website and can be accessed at www.sayajihotels.com

H. Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 19th March, 2016to review the performance of Non-independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.

I. Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and Subsidiaries for the information of the Board. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board/Committee Meeting for ratification/approval.

J. Invitees & Proceedings:

Apart from the Board members, the Company Secretary and the CFO are invited to provide assistance and the Statutoy Auditors and Internal Auditors are the permanent invitee to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director, and other senior executives make presentations on capex proposals & progress, operational health & safety and other business issues. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

K. Post Meeting Action:

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments.

L. Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings as per directions of the Whole time/ Managing Director and preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

M. Board Evaluation:

During the year, the Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. For Board and its Committees, the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. In case of evaluation of the individual Directors, one to one meeting of each Director with the Chairman of the Board and the Chairman of the Nomination & Remuneration Committee was held.

The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees.

N. Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Company believes in "Zero Tolerance" to bribery and corruption in any form and in line with our governance philosophy of doing business in most ethical and transparent manner. The Code of Conduct is posted on the website of the Company.

All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director & CEO is attached and forms part of the Annual Report of the Company.

O. Prevention of Insider Trading Code:

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are



governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mr. Amit Sarraf, Company Secretary, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and non-mandatory committees viz. Borrowing and Investment Committee.

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

a. Audit Committee

Mandatory Committee

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor and the statutory auditor and notes the processes and safeguards employed by each of them. The terms of reference of the Audit Committee are as per the guidelines set out in the listing regulations read with section 177 of the Companies Act, 2013. These broadly includes

- Oversight of the Company's financial reporting process and disclosure of its financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include review in changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements and /or recommendation, if any, made by the Statutory Auditors in this regard.

- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgment about the quality and appropriateness of the Company's accounting principles.
- Statement of significant related party transactions, submitted by management.
- Review the investments made by the Company.
- Review the adequacy and effectiveness of the Company's system and internal controls.
- Review and discuss with the Management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- To oversee and review the functioning of a vigil mechanism and to review the findings of investigation into cases of material nature and the actions taken in respect thereof.
- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, there commendations and Management's response thereto.
- Review and recommend to the Board the appointment/reappointment of the Statutory Auditors considering their independence and effectiveness and their replacement and removal
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
- To recommend to the Board the remuneration of the Statutory Auditors.
- To discuss with the Statutory Auditors/Internal Auditors any significant difficulties encountered during the course of the Audit.
- To approve the appointment, removal and terms of remuneration of the Internal Auditor and to approve the appointment of the Chief Financial Officer.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

The composition of the Audit Committee as at 31st March, 2016 and details of the Members participation at the Meetings of the Committee are as under:

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SAYAJI HOTELS LIMITED

Name of the Mambay	Category	Attendances at the Audit Committee meeting held					
Name of the Member		30.05.2015	12.08.2015	05.11.2015	13.02.2016	09.03.2016	19.03.2016
Mr. T. N. Unni	Independent	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Sanjay Ahuja	Nominee of TFCI	Yes	No	No	Yes	No	No
Mr. Pradeep Goyal	Independent	No	Yes	Yes	Yes	Yes	Yes
Mr. Y.S. Mehta	Nominee of MPFC	No	Yes	Yes	N.A.	N.A.	N.A.
Mr. Vinit Shah	Independent	Yes	No	No	N.A.	N.A.	N.A.

Note: (1) During the year Nomination of Mr. Y.S. Mehta has withdrawn by the Madhya Pradesh Financial Corporation w.e.f 08.12.2015 and Mr. Vinit Shah (Independent Director) resigned w.e.f. 19.12.2015 from the Board and the Committees of the Company.

(2) The Company Secretary of the company has also acted as the Secretary of the Committee.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The representatives of the Statutory Auditors and Internal Auditors are permanent invitees to the Audit Committee Meetings. The Chief Financial Officer (CFO) attended all the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee. The Internal Auditor reports directly to the Audit Committee.

b. Stakeholders' Relationship Committee

Mandatory Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Committee is responsible for transfer/transmission of shares, satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into shares kept in abeyance, if any.

The composition of the **Stakeholders' Relationship Committee** as at 31st March, 2016 is as under:

Name of the Member	Category
Mr. T. N. Unni	Independent Director
Mr. Abdul Razak Dhanani	Non-Executive Director
Mr. Pradeep Goyal	Independent Director

- Mr. Amit Sarraf, Company Secretary also functions as the Compliance Officer.
- The Committee meets on need basis.
- As on March 31st, 2016 there was no request pending/overdue beyond the due dates.
- The total number of complaints received and replied to the satisfaction of the shareholders during the year under review were Nil, Outstanding complaints as on 31st March, 2016 were nil as per records.

Corporate Social Responsibility (CSR) Committee -

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- To formulate the CSR Policy in line with Schedule VII of the Companies Act, 2013;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the Corporate Social Responsibility Committee as at 31st March, 2016 as under and there was no meeting held during the year as the average net profit of the Company for last 3 years is negative hence there is no liability on the Company to incur expenditure on CSR activities as prescribed u/s 135 and Schedule VII of the Companies Act, 2013.

S.No.	Name of the Member	Category
I	Mr. T. N. Unni	Independent Director
ii.	Mrs. Suchitra Dhanani	Director
iii.	Mr. Pradeep Goyal	Independent Director

d. Independent Directors' Meeting

During the year under review, the Independent Directors met on 19.03.2015 inter alia to review the performance of following Non-Independent Directors and Board as a whole.

- Mr. Abdul Razak Dhanani Non Executive Chairman
- Mrs. Suchitra Dhanani Whole time Director
- Mr. Kayum Razak Dhanani
- Mr. Raoof Razak Dhanani Managing Director
- Mr. Sanjay Ahuja
 Nominee Director of TFCI

Assess the quality, quantity and timelines of flow of information between the Management and the Board which is necessary for the Board to effectively and reasonably perform its duties.

Mr. T.N. Unni and Mr. Pradeep Goyal being Independent Directors, of the Company were present at the meeting and the Company Secretary assisted for the said meeting.



e. Borrowing and Investment Committee —Non Mandatory Committee

- The Borrowing and Investment Committee was constituted to take decision on borrowing, providing guarantee/security and to make investment subject to the provisions of the Companies Act, 2013 and limit approved by the shareholders of the Company.
- The composition of the Borrowing and Investment Committee as at 31st March, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendances at the Borrowing and Investment Committee meeting held	
Mrs. Suchitra Dhanani	Chairperson	There were no	
Mr. Raoof Razak Dhanani	Member	meeting held	
Mr. Pradeep Goyal	Member	during the year	

f. Nomination and Remuneration Committee –

The role of the Committee shall, interalia, include the following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The composition of the Nomination and Remuneration Committee as at March, 31, 2016 and the details of Members participation at the Meetings of the Committee are as under:

Name of the Member Category	
Mr. T.N. Unni	Independent Director
Mr. Sanjay Ahuja	Nominee Director
Mr. Pradeep Goyal	Independent Director

One meeting of the Nomination and Remuneration Committee was held on 5th November, 2015 for recommendation the name of Mr. Raoof Razak Dhanani as Managing Director in which Mr. T.N. Unni and Mr. Y.S. Mehta were present. The Company Secretary was also available at the above said meeting.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration (N&R) Committee has adopted a policy which, inter alia, deals with the manner of selection of Board of Directors, CEO & Managing Director and their remuneration. The policy is as follows

Introduction

The Company considers human resources as its invaluable assets. The policy on nomination and remuneration of directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of provisions of Companies Act 2013 and Listing (Obligation and Disclosure Requirement) Regulation, 2015 to pay equitable remuneration to the directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company

Objective and Purpose of the Policy

The Objectives and purpose of the policy are:

- To formulate the criteria for determining qualification, competencies positive attributes and independence for the appointment of a director (executive/non- executive) and recommend to the Board policies relating to the remuneration of the directors, KMPs and other employees. This includes reviewing and appraising corporate goals and objectives relevant to the compensation of Chief Executive Officer (CEO), evaluating CEO'S performance in the light of those goals and objectives, and either as committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's Compensation level based on the evaluation and making recommendation to the Board with respect to non-executive officer compensation, incentive compensation and equity based plans that are subject to the Board's approval:
- To address the following items:
 - i. committee member qualifications
 - ii. committee member appointment and removal
 - iii. committee structure and operations
 - iv. committee reporting to the Board
- To formulate the criteria for evaluation of performance of all the directors on the Board.
- To devise a policy on Board diversity; and
- To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals



Constitution of Nomination and remuneration Committee

The Board has Nomination and Remuneration Committee. The Board has the authority to reconstitute this committee from time to time.

Definitions

- 1. 'The Board' means Board of Directors of the Company.
- 2. 'Directors' means Directors of the Company.
- 'The Committee' means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with Act and applicable Listing Agreement and/or regulations.
- 4. 'The Company' means Sayaji Hotels Limited.
- 5. 'Independent Director' means director referred in 149(6) of the Companies Act, 2013 and rules.
- 6. Key Managerial Personnel (KMP) means:
 - The Managing Director or the Chief Executive Officer or the manager and the Whole time director:
 - The Company Secretary; and
 - The Chief Financial Officer
- Senior management means personnel of the Company who
 are members of its core management team excluding the
 Board of Directors. This would include all members of
 management, one level below the executive directors,
 including the functional heads.

Unless the context otherwise requires, words and expression used in this policy and not defined herein but defined in Companies Act 2013 and Listing Regulation as may be amended from time to time shall have the meaning respectively assigned to them therein.

General

The Policy is divided into three parts:

Part –A covers the matters to be dealt with and recommended by the committee to the Board:

Part-B covers the appointment and nomination; and

Part-C covers the remuneration and perquisites etc

This policy shall be included in the Board's report.

Part-A

Matters to be dealt with, perused and recommended to the Board by the nomination and remuneration committee

The following matters shall be dealt by the committee:

Size and Composition of Board

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decision.

with a variety of perspectives and skills, in the best interest of the Company as a whole

Directors

Formulate the criteria determining qualification, positive attributes, and independence of a director and recommending candidates to the Board, when circumstances warrant the appointment of new director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board.

Succession plans

Establishing and reviewing Board and senior executive succession plans to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and senior management.

Evaluation of performance

Make recommendations to the Board on appropriate performance criteria for the directors

Formulate the criteria and framework for evaluation of performance of every director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that non -executive directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

Board diversity

The Committee is to assist the Board in ensuring that diversity of gender, thought, experience, knowledge and perspective is maintained in the Board nomination process, in accordance with Board diversity policy.

Remuneration framework and policy

The committee is responsible for reviewing and making recommendation to the Board on:

- (a) The remuneration of managing director, whole-time director and KMPs;
- (b) The total level of remuneration of non-executive directors and for individual remuneration for non-executive director and the Chairman, including any additional fees payable for membership of Board committees;
- (c) The remuneration policies for all the employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts, having regard to the need to:
 - (i) attract and motivate talent to pursue the Company's long-term growth
 - (ii) demonstrate a clear relationship between executive compensation and performance; and
 - (iii) be reasonable and fair, having regard to the best governance practices and legal requirements



- (d) The Company's equity- based incentives schemes, including a consideration of performance thresholds and regulatory and market requirements;
- (e) The Company's superannuation arrangements and compliance with relevant laws and regulation in relation to superannuation arrangements; and
- (f) The Company's remuneration reporting in the financial statements and remuneration report.

PART-B

Policy for appointment and removal of directors, KMPs and senior management.

Appointment criteria and qualification

The criteria for the appointment of Directors, KMPs and Senior Management are as follows:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the persons for appointment as a director, KMP or senior management level and recommend to the Board his/her appointment.
- A person to be appointed as director, KMP or in senior management should possess adequate qualification, expertise and experience for the position he/she is considered for appointment to. The committee has discretion to decide whether the qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- A person to be appointed as director, should possess impeccable reputation for integrity, deep expertise and insights in sectors /areas relevant to the Company, ability to contribute to the Company's growth, and complementary skills in relation to the other Board members.
- A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole- time KMP can be appointed as a director in any company, with the permission of the Board of the Company.

Term/Tenure

Managing Director/Whole-time Director

The Company shall appoint or re- appoint any person as its managing director and CEO or whole -time director for a term not exceeding five years at a time. No re- appointment shall be made earlier than one year before the expiry of the term.

Independent Director

An independent director shall hold office for a term of up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of special resolution by the Company and disclosure of such appointment in the Board's report.

No independent director shall hold office for more than two consecutive terms, but such independent directors shall be eligible for appointment after the expiry of three years of ceasing to become an independent director. Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an independent director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the committee as per regulatory requirement he/ she shall be eligible for appointment for one more term of five year only.

At the time of appointment of an Independent director, it should be ensured that the number of Boards on which such independent director serves is restricted to seven listed company as an independent director and three listed company as an independent director in case such person is serving as a whole—time (executive) director of a listed company.

Removal

Due to any of the reason for disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the committee may recommend to the Board with reason recorded in writing the removal of a director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

Retirement

The whole- time directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the whole -time directors, KMP and senior management personnel in the same position /remuneration or otherwise, even after attaining retirement age, for the benefit of the Company.

PART-C

Policy relating to the remuneration of directors, KMPs and other employees.

General

- The remuneration/compensation/commission to directors will be determined by the committee and recommended to the Board for approval.
- The remuneration and commission to be paid to the managing director shall be in accordance with provisions of the Companies Act, 2013, and the rules made thereunder.
- Increments to the existing remuneration/compensation structure may be recommended by the committee to the Board which should be within the limits approved by the shareholders in the case of managing director.



Where any insurance is taken by the Company on behalf of its managing director, Chief Financial Officer, Company Secretary and any other employee for indemnifying them against any liability the premium paid on such insurance shall not be treated as the part of the remuneration payable to any such personnel. Provided that if such personnel is proved to be guilty, the premium paid on such insurance shall be treated as the part of the remuneration.

Remuneration of Non-Executive/Independent Directors

The Non-Executive/Independent Directors shall be entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the Board / Committee meetings as detailed hereunder:

 A Non-Executive/Independent Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the CEO & Managing Director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits. The variable component comprises performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:
 - a. The relationship of remuneration and performance benchmarks is clear;
 - b. Balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - Responsibility required to be shouldered by the CEO & Managing Director, the industry benchmarks and the current trends;

d. The Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs.

Remuneration Policy for the Senior Management Employees

- I. In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure/consider the following:
 - i. the relationship of remuneration and performance benchmark is clear;
 - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - iii. The remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - iv. The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individual's performance vis-à-vis KRAs/ KPIs, industry benchmark and current compensation trends in the market.
- II. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

Policy review

The policy is framed based on the provisions of the Companies Act 2013 and the rules made thereunder and requirements of the Listing (Obligation and Disclosure) Regulation, 2015

In case of any subsequent changes in the provisions of Companies Act 2013 or any other regulation which makes any of the provisions in the policy inconsistent with the Act or regulation, the provisions of the Act or regulation would prevail over the policy and the provisions of the policy would be modified in due course to make it consistent with the law.

The policy shall be reviewed by the nomination and remuneration committee as and when changes need to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the committee. Any change or modification in the policy as recommended by the committee would be given for approval to the Board.



TERMS OF APPOINTMENT & REMUNERATION -WHOLE-TIME DIRECTOR

Mrs. Suchitra Dhanani

Period of Appointment	3 Years (from 06.02.2014 to 05.02.2017)
Salary Grade	150000¹
Perquisite & Allowances	100000
Minimum Remuneration	In case of in absence or inadequacy of the profit in any financial year, the Company shall pay the above said remuneration i.e. (Salary+Perquisite& allowances) subject to the maximum of Rs. 4,00,000 per month
Notice Period	60 Days

With the annual increment up to Rs. 50000 P.M. payable on the 1st day of April, every year commencing from 01.04.2014

POLICY ON MATERIAL SUBSIDIARY COMPANIES

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year.

The Audited Annual Financial Statements of Subsidiary Companies are tabled at the Audit Committee and Board Meetings.

Copies of the Minutes of the Board Meetings of Subsidiary Companies are individually given to all the Directors and are tabled at the subsequent Board Meetings.

POLICY FOR DEALING WITH THE RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 17 to 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosures required by the Accounting Standards (AS18) have been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

POLICY FOR PRESERVATION OF DOCUMENTS

According to Regulation 9 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, there is requirement to adopt Policy for preservation of documents. Policy involves the systematic identification, categorization, maintenance, review, retention, and destruction of documents received or created in the

course of business. The Board has approved the policy for preservation of documents which has been uploaded on the Company's website.

POLICY FOR DETERMINATION OF MATERIALITY

This policy is framed as per requirement of Regulation 30(4) (ii) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015. The Board of Directors has adopted the following policy and procedure with regard to Determination of Materiality and the same has been uploaded on the Company's website.

DISCLOSURES

Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

MD / CFO Certification

The MD and the CFO have issued certificate pursuant to the provisions of Regulation 33 (1) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificates are annexed and forms part of the Annual Report.

CODE OF CONDUCT

In conformity with Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, our Company has adopted a Code of Conduct for the Board and Senior Management of the Company and the compliance of the same is affirmed by the Board and the senior Management Personnel annually. The Code has also been posted on company's website viz. www.sayajihotels.com

All the members of the Board and the Senior Management Personnel have affirmed compliance to the said Code of Conduct during the Financial Year ended March 31, 2016. A declaration is signed by the Managing Director of the Company, affirming compliance with the Code of Conduct by the members of the Board and Senior Management Personnel.

INTERNAL CONTROL AND WHISTLE BLOWER/VIGIL MECHANISM POLICY

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory /regulatory compliances. The Company's business processes are on IDS platform and have a strong monitoring and reporting process resulting in financial discipline and accountability.



The Company has a Vigil Mechanism Policy to provide employee an avenue to lodge Complaints, in line with the commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle-blowing in good faith. The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice

Mrs. Suchitra Dhanani has been appointed as Competent Authority to whom the complaint may be addressed.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Compliance Officer is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

MEANS OF COMMUNICATION:

- Quarterly results: The Company's quarterly results are published in 'Western Time English' and 'Western Time Gujarati', and are displayed on its website (www.sayajihotels.com).
- News releases, presentations, among others: Official news releases and official media releases are sent to Stock Exchange.
- Presentations to institutional investors / analysts: Detailed presentations are made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. These presentations are also uploaded on the Company's website (www.sayajihotels.com).
- Website: The Company's website (www.sayajihotels.com)
 contains a separate dedicated section 'Investor' where
 shareholders' information is available. The Company's
 Annual Report is also available in a user-friendly and
 downloadable form.

- Annual Report: The Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.
- Corporate Filing and Dissemination System (CFDS): The CFDS portal jointly owned, managed and maintained by BSE is a single source to view information filed by listed companies. All disclosures and communications to BSE are filed electronically through the CFDS portal.
- BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.
- SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

GENERAL INFORMATION TO SHAREHOLDERS

Financial Year Ended : March 31, 2016

Investor Services

The Company has M/s Link Intime India Pvt. Ltd., Mumbai as a Registrar and Share Transfer Agent which offers all Share related services to its Members and Investors. These services include transfer / transmission /dematerialization of shares, payment of dividends, sub-division / consolidation / renewal of share certificates and investor grievances.

Address for Correspondence with the Registrar and Transfer Agent

Link Intime India Pvt. Ltd.

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (W), Mumbai - 400078

Email - mumbai@linkintime.co.in; rima.shah@linkintime.co.in

Phone: 022-25963838 Fax: 022-25946969

Address for Correspondence with the Company

Sayaji Hotels Ltd.

H-1, Scheme No. 54, Vijay Nagar, Indore - 452010

Phone: 0731-4006666 Fax: 0731-4003131

Email:cs@sayajiindore.com

Communication by E-mail:

For transfer/transmission/subdivision/demat/loss of shares/dividend/general inquiries and investor grievance remaining unattended: cs@sayajiindore.com

Members who hold shares in dematerialized form should correspond with the Depository Participant with whom they maintain Demat Account/s, for their queries relating to shareholding, change of address, credit of dividend through NECS. However, queries relating to non-receipt of dividend, non-receipt of annual reports, or on matters relating to the working of the Company should be sent to the Company.

Members who hold shares in physical form should address their queries to the Company.

Members are requested to ensure that correspondence for change of address, change in bank details, processing of unclaimed dividend, subdivision of shares, renewals/split/consolidation of share certificates, issue of duplicate share certificates should be signed by the first named Member as per the specimen signature registered with the Company in case of joint holders. The Company may also, with a view to safeguard the interest of its Members and

Market Information

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges:

that of the Company, request for additional supporting documents such as certified copies of PAN Cards and other proof of identity and/or address.

Members are requested to indicate their DP ID & Client ID/ Ledger Folio number in their correspondence with the Company and also to provide their Email addresses and telephone numbers/FAX numbers to facilitate prompt response from the Company.

Exclusive E-Mail ID

The Company has designated an e-mail ID to enable the Members and Investors to correspond with the Company. The e-mail ID is cs@savaiiindore.com

Project Locations:

- Sayaji Hotel, Vadodara, Gujarat
- ii. Sayaji Hotel, Indore, Madhya Pradesh
- iii. Sayaji Hotel, Pune, Maharashtra
- iv. Sayaji Hotel, Bhopal, Madhya Pradesh
- v. Sayaji Hotel, Kolhapur, Maharashtra
- vi. Mediterra Restaurant, Mumbai

The details of the units along with their addresses and telephone numbers are also available on the Company's website.

Name and Address of the Stock Exchanges	Stock/Scrip Code	ISIN for CDSL/NSDL Dematerialized Shares
Bombay Stock Exchange	523710	INE318C01014

Payment of Listing Fees:

Annual listing fee for the year 2016-17 has been paid by the Company to BSE.

Payment of Depository Fees

Annual Custody/Issuer fee for the year 2016-17 have been paid by the Company to NSDL on receipt of the invoices.

Equity Share Price on BSE vis-à-vis BSE April, 2015 - March, 2016

Month BSE Sensex Closed			Equity Share Price			Turnover	
WOILLI	DOE SHIREX CIOSER	High	Low	Close	during the month	Rs. In Lacs	
April-2015	27011.31	141.70	127.50	141.70	160	662393	
May-2015	27828.44	143.00	139.00	139.70	9	16837	
June-2015	27780.83	143.00	110.00	138.00	51	490844	
July-2015	28114.56	145.00	122.60	140.00	131	1269827	
August-2015	26283.09	152.10	130.10	152.10	125	3792992	
Sept2015	26154.83	194.00	142.00	169.00	201	1513078	
Oct.,-2015	26656.83	184.00	127.00	140.10	39	108370	
Nov2015	26145.67	140.00	115.10	115.10	31	96097	
Dec2015	26117.54	149.60	110.10	148.00	83	750637	
Jan2016	24870.69	160.00	119.20	120.00	65	337227	
Feb2016	23002.00	151.00	125.00	141.00	90	1452103	
March-2016	25341.86	149.80	115.70	122.00	56	2828319	



SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

i. Share transfers

Share Transfers in physical form can be lodged with RTA. The transfers are normally processed within 15 days from the date of receipt if the documents are complete in all respects.

ii. Nomination facility for shareholding

Shareholders who hold shares in the physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may obtain nomination form, from the Registrar and Transfer Agents of the Company.

iii. Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

iv. Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, nomination and power of attorney should be given directly to the Depository Participant (DP).

v. Shares held in Physical Form

Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, nomination and power of attorney should be given to the Company's RTA.

vi. Unclaimed Dividend

There is no amount of unclaimed dividend lying in the books of the Company which require being transfer into Investor Education & Protection Fund.

vii. Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary at the Registered Office with a copy of the earlier correspondence.

viii. Reconciliation of Share Capital Audit

As per the requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Board of Directors.

Distribution of Shareholding as on March 31, 2016 -

No. of Shares (Slab)	No.of Share holders	%		
No. of Shales (Slab)	NU.UI SHATE HUIUEIS	70	No. of shares	% of share Capital
1-500	3340	94.52	358533	2.05
501-1000	93	2.61	74108	0.42
1001-2000	30	0.84	46177	0.26
2001-3000	12	0.34	31356	0.18
3001-4000	5	0.14	18384	0.10
4001-5000	7	0.20	32722	0.19
5001-10000	8	0.23	59721	0.34
10001 or more	40	1.12	16896999	96.46
TOTAL	3535	100	17518000	100.00

The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository

Services (India) Limited (CDSL) whereby Members have an option to dematerialize their shares with either of the depositories.



Shareholding Pattern as on 31st March, 2016

	No.of Shares held	%
Promoters	8738430	49.88
Banks, Financial Institutions, Insurance Companies & Mutual Funds		
i. Banks	0	0.00
ii. Financial Institutions	300	0.00
iii. Insurance Companies	0	0.00
iv. Mutual Funds/UTI	4000	0.02
Central & State Governments	0	0.00
Foreign Institutional Investors	0	0.00
NRIs/Foreign Nationals	3033599	17.32
Directors	4388180	25.05
Public and Others	1353491	7.73
TOTAL	17518000	100.00

Statement showing Shareholding of more than 1% of the Capital as on 31st March, 2016

S.No.	Name of shareholders	No.of Shares held	% of shareholding
1.	Mr. Raoof Razak Dhanani	3898651	22.26%
2.	Mrs. Anisha Dhanani	2643256	15.09%
3.	Ahilya Hotels Limited	2455000	14.01%
4.	Late. Mr. Sajid R. Dhanani	2435511	13.90%
5.	Mrs. Nasim Desai	626900	3.58%
6.	Mrs. Suchitra Dhanani	320829	1.83%
7.	Mr. Abdul Gani Sarfaraz Dhanani	748687	4.27%
8.	Ms. Sana Dhanani	716623	4.09%
9.	Mrs. Nasreen Yusuf Dhanani	715097	4.08%
10.	Mrs. Rohini S. Udar	526000	3.00%
11.	Mr. Ankit Gadiya	278600	1.59%
12.	Mrs. Shraddha Ankit Gadiya	278600	1.59%
13.	Mr. Shashikant Dubey	254850	1.45%



Particulars of the Last 3 Annual General Meetings/Extra General meeting held

S.No.	Date of AGM	Venue of AGM and Time	No of Special Items transacted	Whether Chairman of the Audit Committee has attended the meeting
1	26.09.2015	Sayaji Hotel, Opposite Rajshree Talkies, Near Kala Ghoda, Sayajiganj, Vadodara – 390005 (Gujarat) at 3.00 P.M.	2	Yes
2	23.08.2014	Sayaji Hotel, Opposite Rajshree Talkies, Near Kala Ghoda, Sayajiganj, Vadodara – 390005 (Gujarat) at 3.00 P.M.	8	Yes
3	24.09.2013	Sayaji Hotel, Opposite Rajshree Talkies, Near Kala Ghoda, Sayajiganj, Vadodara – 390005 (Gujarat) at 3.30 P.M.	3	Yes

There was no Extraordinary General Meeting was held during the year.

There was no Extraordinary General Meeting was held during the year.

Details of Resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern

During the year under review, no resolution has been passed through the exercise of postal ballot.

OTHER INFORMATIONS

Board Meeting for consideration of Accounts for the financial year ended March 31, 2016.	30th May, 2016
Date of closing of the financial year	31st March, 2016
Posting of Annual Reports	04.09.2016
Book Closure Dates	19.09.2016 to 20.09.2016
No. of Shares in the Demat & % of the total shares in the Demat	15506515 Shares (88.52% of the total paid up capital of the Company
Total No. of shareholders as at 31.03.2016	3535
Particulars of Shares kept under the suspense A/c as per Regulation 39(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements),2015	N.A./Nil
Details of the outstanding ADR/GDR/ Warrants	Nil
Cutoff date for remote e-voting	22.09.2016
Remote E-Voting period	25.09.2016 to 28.09.2016
Name of the Scrutinizers	M/s Ritesh Gupta& Co., Company Secretaries
Name of the Compliance Officer	Mr. Amit Sarraf
Last date for receipt of Proxy Forms	27.09.2016
Date, Time & Venue of the 33 Annual General Meeting	Date – 29th September, 2016 Time – 3.00 P.M. Venue – Sayaji Hotel, Opposite RajshreeTalkies, Near Kala Ghoda, Sayajiganj, Vadodara – 390005 (Gujarat)
Dividend Payment Date	N.A.
Probable date of dispatch of warrants	N.A.



MANAGEMENT RESPONSIBILITY STATEMENT

The Management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflect fairly the form and substance of transactions and reasonably presents the company's financial condition, and results of operations. To ensure this, the company has installed a system of internal controls, which is reviewed, evaluated and updated on an ongoing basis. Our internal auditors have conducted periodic audits to provide reasonable assurance that the company's established policies and procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls.

These financial statements have been audited by M/s K.L. Vyas & Company, Chartered Accountants, the Statutory Auditors of the Company.

For and on behalf of the Board of Directors

Place: Indore T.N. Unni
Date: 30.05.2016 Chairman
DIN 00079237

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Compliance with Code of Business Conduct and Ethics

As provided under Regulation 26 and sub-regulation (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2016.

For Sayaji Hotels Limited

Place: Indore Date: 30.05.2016 Suchitra Dhanani Whole-Time Director DIN- 00712187

COMPLIANCE CERTIFICATE[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To, The Board of Directors Sayaji Hotels Limited

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Sayaji Hotels Limited ("the Company") to the best of our knowledge and belief certify that:

- (A) We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2015-16 and that to the best of our knowledge and belief, we state that:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
 - (3) no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (B) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the auditors and the Audit committee
 - (a) significant changes in internal control over financial reporting during the Financial Year 2015-16
 - (b) significant changes in accounting policies during the period and that the same have been disclosed in the notes of the financial statements; and
 - (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For : Sayaji Hotels Limited Raoof Razak Dhanani Managing Director DIN-00174654 For : Sayaji Hotels Limited Sandesh Khandelwal Chief Financial Officer

Place: Indore Date: 30.05.2016



Auditor's Certificate for Corporate Governance Compliance

To, The Members, Sayaji Hotels Limited, Vadodara

We have examined the compliance of conditions of corporate governance by Sayaji Hotels Limited, ('the Company'), for the year ended on March, 31, 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

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 the 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.

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 provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

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.L. Vyas & Company FRN: 003289C Chartered Accountants

Place : Indore Date : 06.08.2016 (K.L.Vyas)
Partner
M. No. 72043



INDEPENDENT AUDITORS' REPORT

To, The Members, Sayaji Hotels Limited,

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Sayaji Hotels Limited (the Company), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

- 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 the paragraph 3 and 4 of the Order, to the extent applicable.
- As required by Section 143 (3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

- With respect to the adequacy of the internal financial f) controls over financial reporting of the Company and the operating effectiveness of such controls. refer to our separate report in "Annexure B"; and
- 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:
 - The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 29.1 to the financial statements:
 - The Company did not have any long-term ii. contracts including derivative contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For K.L. Vyas & Company, **Chartered Accountants.** FRN: 003289C

(K.L. Vyas) Partner

Place of Signature: Indore Date: 30th May, 2016 M. No. 072043





ANNEXURE -A TO THE AUDITORS' REPORT

ANNEXURE REFERRED TO IN CLAUSE 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF SAYAJI HOTELS LIMITED ON THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH. 2016.

- (i) (a) The company has maintained proper records showing full particulars including quantitative details of fixed assets, however for some fixed assets, situation of the assets is not given and identification numbers are also not been given, which need to be updated. We have been informed by Management that above Work is in progress.
 - (b) Physical verification of fixed assets has been carried out by the Management at most of the Units in accordance with a phased programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the conveyance deed provided to us, we report that, the title deeds, comprising of all the immovable properties of land and buildings which are freehold, are in the name of the Company as at the balance sheet date.

In respect of immovable properties been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company, however, there is a notice for cancellation of lease by the Indore Development Authority for cancelling the lease of one leasehold land situated in Indore with carrying value of Rs. 2291.62 Lacs, which company is contesting.

- (ii) (a) The physical verification of the inventory is being conducted on a monthly basis by the management and no material discrepancies were noticed.
- (iii) (a) Company has granted loan to One Company (Previous Year 3 Companies) required to be covered in register maintained under section 189 of the Companies Act, 2013, the year end balance outstanding is Rs. Nil (Previous Year Rs. 17.62 Lacs) and maximum amount outstanding is Rs. 17.62 Lacs (Previous Year Rs. 17.62 Lacs).

The above loans granted was considered doubtful and provision for the same was made during the earlier years and during the year under review same has been written off.

In view of situation explained as above provisions of clause 3 (iii) (b) & (c) of the Order are not applicable to be Company.

- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under, with regard to the deposits accepted from the public. According to information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.
- (vi) Central Government has not prescribed for the maintenance of cost records under sub-section 1 of section 148 of the Companies Act, 2013, for any of the business activity carried by the Company during the year under review.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education



protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, service tax & cess and other material statutory dues as may be applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, wealth tax, excise duty and cess were

- in arrears, as at 31.03.2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, details of the dues of sale tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute are given below.

Name of Statue	Nature of Dues	Period to which the amount relates	Forum where the dispute is pending	Total Amount (Rs. In Lacs)
Finance Act, 1994 and Service Tax laws	Service Tax	Mar.'05-Mar.'09	High Court of M.P., Indore Bench, Indore	256.78
	Service Tax	2009-2011	Honourable CESTAT, Delhi.	800.74
	Service Tax	2009-2013	Honourable Commissioner (Appeals), Pune.	39.27
	Service Tax	Apr.'11-Jun.'12	Honourable CESTAT, Delhi.	538.54
Income Tax Act, 1961.	Tax deducted at Source	A.Y.11-13	Commissioner of Income Tax,	1.02
		A.Y. 08-09	Commissioner of Income Tax, Indore	0.95
M.P. Value Added Tax Act, 2002	Value Added Tax	2010-11	Appelate Tribunal, Commercial Taxes, Indore.	0.56
		2011-12	Commissioner (Appeal),	37.72
		2012-13	Commercial Taxes,	2.87
		2013-14	Indore	0.52
M.P. Luxury, Entertainment	Luxury Tax	2011-2012	Commissioner (Appeal),	2.35
& Advertisement Tax Act, 2011	-	2012-2013	Commercial Taxes, Indore	40.60
M.P. Municipal Corporation Act, 1956	Property Tax	2015-16	The Mayor-In-Council, Indore Municipal Corporation, Indore	32.70
	T	DTAL		1754.62



- (viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowing to financial institutions, banks, Government or dues to debenture holders.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year, however, the Company has raised term loans during the year and were applied for the purposes for which those were raised.
- According to the information and explanations given to (X) us, no fraud on or by the company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where

- applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has made private placement of preference shares and the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For K.L. Vyas & Company, **Chartered Accountants.** FRN: 003289C

Place of Signature: Indore

Date: 30th May, 2016

(K.L. Vyas) **Partner**

M. No. 072043





ANNEXURE -B TO THE 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")

We have audited the internal financial controls over financial reporting of Sayaji Hotels Limited ("the Company") as of 31 March 2016 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 ('ICAI'). 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 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 preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' 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 Companies Act, 2013, 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 procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial

reporting were operating effectively as at 31 March 2016, 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.L. Vyas & Company, Chartered Accountants,

FRN: 003289C

(K.L. Vyas) Partner

Place of Signature : Indore Date : 30th May, 2016

M. No. 072043





BALANCE SHEET AS AT 31st MARCH 2016

(Rs. In Lacs)

	Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
EQU	ITY AND LIABILITIES			
(i)	Shareholders' Funds			
. ,	a. Share Capital	2	2,751.80	2,668.46
		3	7,540.37	6,518.13
			10,292.17	9,186.59
(ii)	Non-current liabilities		,	,
. ,	a. Long-term Borrowings	4	2,356.60	4,008.72
		5	2,083.99	2,007.17
		6	474.08	388.05
				6,403.94
(iii)			, , , , ,	-,
` ,		7	4.215.15	417.30
		8		747.97
		1	1 '	2,998.00
		1	1	290.12
				4,453.39
				20,043.92
ASS			20,020.70	20,010.02
(-)		1 11		
		1 "	13 189 58	13,835.60
	, •		1	17.53
			1	516.45
	, .			14,369.58
		12		2,091.49
			1	581.16
		1		530.87
		1 ''		18.39
	c. Other worr ourrent Assets	13		3,221.91
	Total Mon_Current Assets (i)			17,591.49
(ii)	· · · · · · · · · · · · · · · · · · ·		20,210.41	17,031.43
(11)		16	1 468 63	1,259.20
			1	746.89
				95.09
		1	1	351.25
		1	1	001.20
		20		2,452.43
				20,043.92
			20,020.79	20,040.32
		1		
tes o	n Financial Statements	2 TO 29		
	(ii) (iii) ASS (i)	a. Share Capital b. Reserves & Surplus Total Shareholders' Funds (i) (ii) Non-current liabilities a. Long-term Borrowings b. Other Long Term Liabilities c. Long-Term Provisions Total Non-Current Liabilities (ii) (iii) Current liabilities a. Short-Term Borrowings b. Trade Payables c. Other Current Liabilities d. Short Term Provisions Total Current Liabilities (iii) Grand Total (i+ii+iii) ASSETS (i) Non-Current Assets a. Fixed Assets i) Tangible Assets ii) Intangible Assets iii) Capital Work-in-Progress Total Fixed Assets b. Non-Current Investments c. Deferred Tax Assets (net) d. Long-Term Loans and Advances e. Other Non-Current Assets	(i) Shareholders' Funds a. Share Capital b. Reserves & Surplus Total Shareholders' Funds (i) (ii) Non-current liabilities a. Long-term Borrowings b. Other Long Term Liabilities c. Long-Term Provisions Total Non-Current Liabilities (ii) (iii) Current liabilities a. Short-Term Borrowings b. Trade Payables c. Other Current Liabilities d. Short Term Provisions Total Current Liabilities (iii) Grand Total (i+ii+iii) ASSETS (i) Non-Current Assets a. Fixed Assets ii) Intangible Assets iii) Capital Work-in-Progress Total Fixed Assets iii) Capital Work-in-Progress Total Fixed Assets c. Deferred Tax Assets (net) d. Long-Term Loans and Advances e. Other Non-Current Assets a. Inventories b. Trade Receivables c. Cash and Cash Equivalents d. Short-Term Loans and Advances e. Other Current Assets Total Current Assets (ii) Grand Total (i+ii) Inficant Accounting Policies 1 mifficant Accounting Policies	(i) Shareholders' Funds 2 2,751.80 a. Share Capital 2 2,751.80 b. Reserves & Surplus 3 7,540.37 (ii) Non-current liabilities 10,292.17 a. Long-term Borrowings 4 2,356.60 b. Other Long Term Liabilities 5 2,083.99 c. Long-Term Provisions 6 474.08 (iii) Current liabilities 4 4,914.67 (iii) Current Borrowings 7 4,215.15 b. Trade Payables 8 1,131.67 c. Other Current Liabilities 9 3,800.71 d. Short Term Provisions 10 674.42 Total Current Liabilities (iii) 9,821.95 ASSETS (i) Non-Current Assets 11 a. Fixed Assets 11 i) Tangible Assets 11 ii) Capital Work-in-Progress 15 iii) Capital Work-in-Progress 15 b. Non-Current Investments 12 c. Deferred Tax Assets (net) 13 1,051.82 d. Long-Term Loans and Adv

This is the Balance Sheet referred to in our report of even date

For and on behalf of the Board of Directors

For K.L.Vyas & Company Chartered Accountants Firm Regn. No. 003289C

T.N Unni Ra Director

Raoof Razak Dhanani Managing Director

K.L.Vyas Partner M.No. 072043 Indore, 30th May 2016

Sandesh Khandelwal Chief Financial Officer Amit Sarraf Company Secretary



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2016

(Rs. In Lacs)

Particulars	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Continuing Operations			
INCOME			
Revenue From Operations	21	16,106.80	13,536.66
Other Income	22	165.49	135.06
TOTAL		16,272.29	13,671.72
EXPENDITURE			
Cost of Material Consumed	23	4,011.29	3,565.93
Operating Expenses	24	4,010.23	3,530.43
Employee Benefit Expenses	25	3,652.23	2,943.2
Other Expenses	26	1,161.41	831.08
		12,835.16	10,870.65
Operating profit before Intt.		3,437.13	2,801.07
Less: Finance Cost	27	1,209.27	1,168.27
Profit before Depreciation		2,227.86	1,632.80
Less: Depreciation	11	2,311.20	2,040.60
Add : Depreciation Written Back		0.03	-
Profit /(Loss) before exceptional & extraordinary items		(83.31)	(407.80
Exceptional Items – Income/(Expenses)	28	1,146.85	-
Profit/(Loss) before Tax		1,063.54	(407.80
Tax Expense			
Current Tax		503.29	220.30
Deferred Tax		(470.66)	(261.05)
Earlier year Tax		50.34	(102.02)
Profit/(Loss) for the year from continuing operations		980.57	(265.03
Earning Per Equity Share of Face value of Rs. 10 Each			
(1) Basic		4.92	(1.67
(2) Diluted		4.92	(1.67
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 29		

This is the Statement of Profit & Loss referred to in our report of even date

For and on behalf of the Board of Directors

For K.L.Vyas & Company Chartered Accountants Firm Regn. No. 003289C

T.N Unni Director Raoof Razak Dhanani Managing Director

K.L.Vyas Partner M.No. 072043 Indore, 30th May 2016

Sandesh Khandelwal Chief Financial Officer Amit Sarraf Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

(Rs. In Lacs)

Particulars	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax from continuing operations Non-cash adjustment to reconcile profit before tax to net cash flows		1,063.54		(407.80)
Depreciation & Amortisation including adjustments	2,311.17		2,040.60	
Profit on Sale of Fixed Assets & Restaurant	(1,142.83)		-	
Interest Expense	1,209.27		1,168.27	
Dividend Income	(94.66)		-	
Interest Received	(38.89)	2,244.06	(38.43)	3,170.44
Operating profit before Working Capital changes		3,307.60		2,762.64
Adjustments for:				
Increase/(Decrease) in other long term liabilities	76.82		0.50	
Increase/(Decrease) in long term provisions	86.03		125.61	
Increase/(Decrease) in trade payables	383.70		(13.66)	
Increase/(Decrease) in other current liabilities	315.89		576.78	
Increase/(Decrease) in short term provisions	121.95		75.50	
Decrease/(Increase) in long term advances	(13.72)		(37.52)	
Decrease/(Increase) in Inventories	(209.43)		(375.35)	
Decrease/(Increase) in trade receivable	(159.50)		(110.13)	
Decrease/(Increase) in short term advances	(260.42)		(60.41)	
Decrease/(Increase) in other current assets	(1,238.54)	(897.22)	0.84	182.16
Cash generated from operations		2,410.38		2,944.80
Taxes (Paid)/Refund		(291.28)		(101.64)
Net cash from operating activities		2,119.10		2,843.16
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed assets	(4,541.80)		(2,229.59)	
Sale/Disposal of Fixed assets	1,225.07		1.24	
Purchase of Trade Investments	(637.50)		(166.06)	
Sale of Investments	631.06		-	
Maturity/(Investment) in current Investment	-		-	
Maturity/(Investment) in Non Current Fixed Deposits	15.29		65.68	
Dividend Received	94.66		-	
Interest Received	38.89		38.43	
Net cash used in investing activities		(3,174.33)		(2,290.30)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

(Rs. In Lacs)

Particulars		ear ended ch, 2016		ear ended ch, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds/(Repayment) from Issue of Shares	83.34		916.66	
Proceeds/(Repayment) of Share Premium	41.67		458.33	
Proceeds/(Repayment) of Long Term Borrowings	(1,165.30)		(647.24)	
Proceeds/(Repayment) of loans from others	3,716.50		_	
Proceeds/(Repayment) of Secured Short Term Borrowings	81.35		(129.08)	
Interest Paid	(1,209.27)		(1,168.27)	
Net cash generated from financing activities		1,548.29		(569.60)
Net increase/(Decrease) in cash and cash equivalents	493.06		(16.74)	
Cash and cash equivalents – OPENING BALANCE	95.09		111.83	
Cash and cash equivalents – CLOSING BALANCE		588.15		95.09

This is the Cash Flow Satement referred to in our report of even date

For and on behalf of the Board of Directors

For K.L.Vyas & Company Chartered Accountants Firm Regn. No. 003289C

T.N Unni Director Raoof Razak Dhanani Managing Director

K.L.Vyas Partner M.No. 072043 Indore, 30th May 2016

Sandesh Khandelwal Chief Financial Officer

Amit Sarraf Company Secretary



SAYAJI

SAYAJI HOTELS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

NOTE 1.

Sayaji Hotels Limited ("SHL" or the "Company"), is a listed public limited company incorporated under the provisions of the Companies Act, 2013. Its shares are listed on Bombay stock exchange on India. The Company is primarily engaged in the business of owning, operating & managing hotels.

SIGNIFICANT ACCOUNTING POLICIES

Convention

To prepare financial statements in accordance with applicable Accounting Standards in India. A summary of accounting policies, which have been applied consistently, is set out below. The financial statements have also been prepared in accordance with relevant presentational requirement of the Companies Act, 2013.

Basis of Accounting

The financial statements have been prepared under the historical cost convention and on accrual basis and on going concern concept.

Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

Fixed Assets

To state Fixed Assets at cost of acquisition inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction/fabrication, related pre—operational expenses form part of the value of the assets capitalized. Expenses capitalized also includes applicable borrowing costs.

To capitalize software where it is expected to provide future enduring economic benefits. Capitalization costs includes license fees. The costs are capitalized in the year in which the relevant software is implemented for use. Subsequent expenditure related to an item of fixed assets is added to its book value only if increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day—to—day repairs and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de–recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation

No amortization is provided in the Accounts in respect of leasehold land in view of the long term tenure, which is akin to ownership.

Depreciation on Fixed Assets is provided for on Written Down Value Method, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II are used;

PARTICULARS	DEPRECIATION
Assets constructed on Leased Premises	Over the period of Lease Term
Computer Software	Over a period of Five Years

Investments

Current investments are stated at lower of cost and fair market value, and long term investments are stated at cost. Where applicable, provision is made where there is a permanent fall in valuation of long term investments.

Inventories

Inventories consisting of Stock of Food and Beverages and Stores & Operating Supplies are valued at cost or net realisable value, whichever is less, after providing for obsolescence & damage.

Cost is arrived at on Weighted Average basis. Cost comprises expenditure incurred in normal course of the business in bringing such inventories to its location. Obsolete, slow moving and defective inventories are identified at the time of physical verification of inventories and, where necessary, provision is made for such inventories.

SAYAJI SAYAJI HOTELS LTD

SAYAJI HOTELS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

Foreign Currency Transactions

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.
- (b) Monetary items denominated in foreign currencies at the year end are restated at the year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- (c) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the statement of profit and loss account.

Income

Revenue comprises sale of rooms, food and beverages, allied services relating to Hotel operations. Revenue is recognized upon rendering of service. Life time club membership fees treated as income in the year of receipt.

Sale is exclusive of Luxury tax, Sales tax, Service Tax and other taxes. Sales tax under the composition scheme is also excluded.

Benefits to Workmen

Employee benefit plans comprise both defined benefit and defined contribution plans.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Actuarial gains/ losses are immediately taken to the statement of profit and loss account and are not deferred.

Provident fund is a defined contribution plan. Each eligible employee and the company make contributions at a percentage of the basic salary specified under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

The Company's contributions are charged to the profit and loss account of the year when the contributions to the respective funds are due. The company has no further obligations under the plan beyond its periodic contributions. Benefit in terms of workmen demand pending settlement, medical reimbursement and leave travel concession are accounted, when paid and bonus to employees, is provided for on accrual basis. Leave Encashment is determined based on the available leave entitlement at the end of the year.

Taxes of Income

To provide and determine current tax as the amount of tax payable in respect of taxable income for the period.

To provide and recognize deferred tax on timing differences between taxable income and accounting income subject to consideration of prudence.

Not to recognize deferred tax assets on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that there will be sufficient future taxable income available to realize such assets.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Impairment of Assets

Impairment is ascertained at each balance sheet date in respect of company's fixed assets. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value and use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

Accounting for Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized in terms of Accounting Standard 29—"Provisions, Contingent Liabilities and Contingent Assets" issued by The Institute of Chartered Accountant of India, when there is a present legal or statutory obligation as a result of past event where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation can not be made. Obligations are assessed on an ongoing basis and only those having largely probable outflow of resources are provided for.

Contingent Assets are not recognized in the financial statements.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are charged to Statement of Profit and Loss over the tenure of the borrowing.

Events occurring after the date of Balance Sheet date

Where material, events occurring after the date of Balance Sheet are considered up to the date of adoption of the accounts.

Accounting for Leases

In respect of operating lease transactions, the assets are not capitalized in the books of the Company and lease payments are charged to the Statement of Profit and Loss Account.

Periodic escalations in the lease rentals are considered as and when the same are effective as per the terms of lease and the same are not straight lined.

Claims

2

To disclose claims against the company not acknowledged as debts after a careful evaluation of the facts and legal aspect of the matter involved

SHARE CAPITAL:		(Rs. In Lacs)	
Authorised	As at 31st March, 2016	As at 31st March, 201	
30,000,000 Equity Shares of Rs.10/– each (Previous year 30,000,000 Equity Shares of Rs.10/– each)	3,000.00	3,000.00	
1,000,000 Preference Shares of Rs. 100/– each (Previous year 1,000,000 Preference Shares of Rs. 100/– each)	1,000.00	1,000.00	
TOTAL	4,000.00	4,000.00	
ISSUED			
17,518,000 Equity Shares of Rs. 10/– each (Previous year 17,518,000 Equity Shares of Rs. 10/– each)	1,751.80	1,751.80	
1,000,000 10% Cumulative Redeemable Preference Shares of Rs. 100/– each	1,000.00	1,000.00	
TOTAL	2,751.80	2,751.80	
SUBSCRIBED & PAID-UP			
17,518,000 Equity Shares of Rs. 10/– each (Previous year 17,518,000 Equity Shares of Rs. 10/– each)	1,751.80	1,751.80	
1,000,000 10% Cumulative Redeemable Preference Shares of Rs. 100/– (Previous year 916,662 10% Cumulative Redeemable Preference Shares of Rs. 100/– each)	each 1,000.00	916.66	
TOTAL	2,751.80	2,668.46	

(a) Terms/rights attached to equity shares:

2.1 The company has only one class of equity shares having a par value of Rs.10/– per share. Each Holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31st March 2016, the amount of per share dividend recognised as distributions to equity shareholders was Rs. Nil (Previous Year Rs.Nil)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH. 2016

2.2 Details of Share holders holding more than 5% of Shares are as under:-

		As at 31st N	March, 2016	As at 31st March, 2015	
Name	Category	% of Shareholding	No of Shares	% of Shareholding	No of Shares
Late Shri Sajid R. Dhanani*	Promoter	13.90%	243,5511	13.90%	2,435,511
Raoof Razak Dhanani	Promoter	22.26%	3,898,651	27.24%	4,772,574
Anisha Raoof Dhanani	Promoter	15.09%	2,643,256	15.09%	2,643,256
Ahilya Hotels Limited	Promoter	14.01%	2,455,000	14.01%	2,455,000

^{*(}Share transmission is pending in the name of legal heirs)

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

2.3 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year :-

	As at 31st March,2016		As at 31st March,2015	
Particulars	Number of Shares	Rs. In Lacs	Number of Shares	Rs. In Lacs
Outstanding at the beginning of the year Add : Fresh issue during the year	17,518,000 -	1,751.80 –	17,518,000 -	1,751.80 -
Outstanding at the end of the year	17,518,000	1,751.80	17,518,000	1,751.80

(b) Terms/rights attached to preference shares:

- 2.4 That during previous year company had issued 10,00,000, 10% Cumulative Redeemable Preference Shares of Rs. 100/– each at a premium of Rs. 50/– each. Out of above, pending 83338 shares were subscribed & paid up during the year under review. (P.Y. 916662 Preference Shares of Rs.100/– each)
- 2.5 That above shares are to be redeemed within five years from the date of issue of same.
- 2.6 That above Preference share holders are having preference over payment of dividend to equity share holders and accordingly arrears of preference dividends is required to be cleared before payment to Equity Share holders.
- 2.7 Details of Share holders holding more than 5% of 10% Cumulative Preference Shares are as under:—

		As at 31st March, 2016		As at 31st March, 2015	
Name	Category	% of Shareholding	No of Shares	% of Shareholding	No of Shares
Saba Dhanani	Promoter	12.50%	125000	10.91%	99,999.00
Azhar Dhanani	Promoter	12.50%	125000	13.64%	125,000.00
Zuber Yusuf Dhanani	Promoter	12.50%	125000	13.64%	124,999.00
Sadiya Dhanani	Promoter	12.50%	125000	07.27%	66,666.00
Kayum Dhanani	Promoter	12.50%	125000	13.64%	125,000.00
Sara Dhanani	Promoter	12.50%	125000	13.64%	125,000.00
Sanya Dhanani	Promoter	12.50%	125000	13.64%	124,999.00
Suchitra Dhanani	Promoter	12.50%	125000	13.64%	124,999.00

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

2.8 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:-

	As at 31st March,2016		As at 31st March,2015	
Particulars	Number of Shares	Rs. In Lacs	Number of Shares	Rs. In Lacs
Outstanding at the beginning of the year	916,662	916.66	_	_
Add : Issued during the year	83,338	83.34	916,662	916.66
Outstanding at the end of the year	1,000,000	1,000.00	916,662	916.66

NOT	ES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016		(Rs In Lacs)
3	RESERVES AND SURPLUS:	As at 31st March, 2016	As at 31st March, 2015
	(a) Securities Premium Reserve		
	Opening at beginning	6,402.93	5,944.60
	Addition during the year	41.67	458.33
	Utilised during the year	_	_
	Closing at end	6,444.60	6,402.93
	(b) General Reserve		
	Opening at beginning	641.48	641.48
	Addition during the year	_	_
	Utilised during the year	_	_
	Closing at end	641.48	641.48
	(c) Profit & Loss Account – Surplus/(Deficit)		
	Opening at beginning	(526.28)	(129.97)
	Adjustments relating to Fixed Assets (Refer Note 11.1)	-	(131.28)
	Addition during the year	980.57	(265.03)
	Closing at end	454.29	(526.28)
	Total (a+b+c)	7,540.37	6,518.13
			(Rs In Lacs)
4	LONG-TERM BORROWINGS:	As at 31st March, 2016	As at 31st March, 2015
	Secured Term Loans		
	i) From Banks	656.60	2,608.72
	ii) From Financial Institution	1,700.00	1,400.00
	Total	2,356.60	4,008.72

4.1 All Secured loans have been netted from the installments falling due within twelve months after the reporting date. Breakup of amount due within 12 month and after 12 months and summarized outstanding position as under:

(Rs In Lacs)

	A	ls at 31st Marc	ch, 2016	As	at 31st March	n, 2015
From Banks	Total	Current	Non-Current	Total	Current	Non-Current
State Bank of India	1,655.71	1,412.10	243.61	2,933.09	1,356.25	1,576.84
Axis Bank Ltd	166.36	130.00	36.36	269.39	121.88	147.51
State Bank of Mysore	783.36	490.00	293.36	1,267.27	484.00	783.27
ICICI Bank	500.00	500.00	_	_	_	_
HDFC Bank Ltd	110.32	55.18	55.14	89.77	55.08	34.69
ICICI Bank	80.67	52.54	28.13	118.95	52.54	66.41
Sub Total (i)	3,296.42	2,639.82	656.60	4,678.47	2,069.75	2,608.72



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH. 2016

(Rs In Lacs)

	А	s at 31st Marc	h, 2016	As	at 31st March	ı, 2015
From Financial Institutions	Total	Current	Non-Current	Total	Current	Non-Current
TFCI	1,800.00	100.00	1,700.00	1,587.50	187.50	1,400.00
MPFC	_	_	_	42.09	42.09	_
Sub Total (ii)	1,800.00	100.00	1,700.00	1,629.59	229.59	1,400.00
GRAND TOTAL (i)+(ii)	5,096.42	2,739.82	2,356.60	6,308.06	2,299.34	4,008.72

4.2 Unsecured loans have been netted from the instalments falling due within twelve months after the reporting date. Breakup of amount due within 12 month and after 12 months and summarized outstanding position as under:

(Rs In Lacs)

	А	s at 31st Marc	h, 2016	As	at 31st March	n, 2015
From NBFC	Total	Current	Non-Current	Total	Current	Non-Current
HDFC Bank Ltd	1.94	1.94	_	_	-	_
Sub Total (i)	1.94	1.94	_	_	_	_
From NBFC						
Magma Fincorp Limited	51.90	51.90	_	7.50	7.50	_
Sub Total (ii)	51.90	51.90	_	7.50	7.50	_
GRAND TOTAL (i)+(ii)	53.84	53.84	_	7.50	7.50	_

- 4.3 Secured Term Loan from bank includes term loans outstanding from State Bank of India, Axis Bank Ltd, State Bank of Mysore, HDFC bank Ltd & ICICI Bank Ltd.
 - 4.3.1 Term loans outstanding of State Bank of India are secured by way of mortgage of land & building at Indore, Vadodara & Pune & hypothecation of movables, present & future except stocks of food beverages, operating supplies, stores, spares, book—debts (excluding credit card receivables), bills etc. offered to the bankers for securing the working capital finance. The terms of repayment of all term loans of State Bank of India is on quarterly basis & interest is payable on monthly basis.
 - 4.3.2 Term loans outstanding of Axis Bank Ltd include term loans account . Term loan outstanding is secured by way of first charge on Company's entire fixed assets, present & future, ranking parri passu with other existing term lenders.
 - The term of repayment is on quarterly basis & interest is payable on monthly basis. These loans were personally guaranteed by Late Shri Sajid Dhanani, Company is in the process for making alternative arrangement for replacement of the personal guarantee.
 - 4.3.3 Term loan outstanding of State Bank of Mysore is secured by way of mortgage of land & building at Indore, Vadodara & Pune & hypothecation of movables, present & future, except stocks of food beverages, operating supplies, stores, spares, book—debts (excluding credit card receivables), bills etc. The term of repayment of the term loan is on quarterly basis & the interest is payable on monthly basis. These loans were personally guaranteed by Late Shri Sajid Dhanani, Company is in the process for making alternative arrangement for replacement of the personal guarantee.
 - 4.3.4 Term loan outstanding of ICICI Bank Ltd. is secured by way of mortgage of land & building at Indore, Vadodara & Pune & hypothecation of movables, present & future, except stocks of food beverages, operating supplies, stores, spares, book–debts (excluding credit card receivables), bills etc. The term of repayment of the term loan is on quarterly basis & the interest is payable on monthly basis. Further secured by pledge of 30.00 Lacs Equity Shares of Company held by Promoters. However the said term loan was repaid in the Month of April, 2016.
 - 4.3.5 Vehicle loans outstanding from HDFC Bank and ICICI Bank is secured by way of hypothecation of the specific vehicles financed by bank.
- 4.4 Secured term loans from Financial Institutions includes term loan outstanding of Tourism Finance Corporation of India Ltd(TFCIL).

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SAYAJI HOTELS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

4.4.1 Term loan outstanding from TFCIL is secured on pari–passu basis by way of mortgage of land & building at Indore, Pune & Vadodara & hypothecation of the movables, present & future, except stocks of food beverages, operating supplies, stores, spares, book–debts (excluding credit card receivables), bills etc & by way of pledge of shares belonging to promoters. Mortgage of lease hold right of Amber Garden, Indore along with building Structure thereon and first charge by way of hypothecation of movables of Bhopal Club project.

The term of repayment of the term loan is on quarterly basis & the interest is payable on monthly basis, This loan is personally guaranteed by Smt Suchitra Dhanani.

- 4.4.2 Term loan outstanding from MPFC in previous year was secured by way of mortgage of land & building at Indore & hypothecation of the movables, present & future, except stocks of food beverages, operating supplies, stores, spares, book-debts (excluding credit card receivables), bills etc bankers for securing the working capital finance. The term of repayment was on quarterly basis & interest was payable on monthly basis. However, same was repaid during the year under review.
- 4.5 Loan outstanding from Magma Fincorp Limited is unsecured loan. Repayment is being made on EMI basis. Post dated cheques has been given for all installments.

 OTHER LONG TERM LIABILITIES:
 As at 31st March, 2016
 As at 31st March, 2015

 Deposits From Tenants
 83.99
 7.17

 Others*
 2,000.00
 2,000.00

 Total
 2,083.99
 2,007.17

(Rs In Lacs)

6	LONG TERM PROVISIONS :	As at 31st March, 2016	As at 31st March, 2015
	Provision for Employee Benefits		
	Provision for Gratuity	234.48	186.80
	Leave Encashment	239.60	201.25
	Total	474.08	388.05

- 6.1 Provision for employee benefits includes provision of Gratuity & leave encashment payable after 12 month.
- 6.2 The Company makes annual contributions to the Employee's Group Gratuity scheme of the SBI Life Insurance Co. Ltd., a funded defined benefit plan for the qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment as per the terms of the scheme. Vesting occurs upon completion of five years of service.
 - 6.2.1 The present value of the defined benefit obligation and current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. The following table sets out the status of the funded gratuity plan and the amounts recognized in the company's financial statements as at March 31, 2016:—

^{*}Payable towards cancellation of agreement for land at Indore hotel. This amount is now payable within 7 years. Interest @ 9% p.a is payable on the outstanding amount.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Amount In Rupees)

PARTICULARS		As at 31st March, 2016	As at 31st March, 2015
Changes in benefit obligations :	i)		
Present value of obligation as at the beginning of the year		20,650,997.00	14384197.00
Interest Cost		1,631,429.00	1150736.00
Current Service Cost		5,060,150.00	4337312.00
Actuarial (gain)/ loss on obligations		(1,976,554.00)	778752.00
Curtailment cost		(500,524.00)	_
Benefit paid		_	_
Present value of obligation as at the end of the year		24,865,498.00	20650997.00
Change in plan assets :	ii)		
Fair value of plan assets as at the beginning of the year		996,478.00	458175.00
Expected return on plan assets		79,718.00	40686.00
Contributions		_	500000.00
Actuarial gain/ (loss) on plan assets		5,658.00	(2383.00)
Fair value of plan assets at the end of the year		1,081,854.00	996478.00
Excess of (obligation over plan assets)/ plan asset over obligation		(23,783,644.00)	(19654519.00)
(Accrued liability)/ Prepaid benefit		(23,783,644.00)	(19654519.00)
Net Gratuity and other cost at the end of the year	iii)		
Current Service cost		5,060,150.00	4,337,312.00
Interest on defined benefit obligation		1,631,429.00	1,150,736.00
Expected return on plan assets		(79,718.00)	(40,686.00)
Curtailement cost		(500,524.00)	_
Net actuarial gain recognized in the year		(1,982,212.00)	781,135.00
Net gratuity and other cost		4,129,125.00	6228497.00
Actual return on plan asset		85,376.00	38303.00
Category of Assets at the end of the year	iv)		
Insurer Managed Funds		1,081,854.00	996478.00
Others		Nil	Nil
Total		1,081,854.00	996478.00
Assumptions used	v)		
Discount rate (p.a.)		7.90%	8.00%
Attrition Rate		Variable based on Age	Variable based on Age
Salary escalation rate (p.a.)		7.00%	7.00%
Expected rate of return on plan assets (p.a.)		8.00%	8.88%

6.3 Leave Encashment:

The provision of leave encashment have been made on outstanding privilege leave of employees at the end of year and calculated on the basis of basic pay of employees. Attrition rate taken same as Actuarial valuation report of gratuity liability.

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SAYAJI HOTELS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR TH	E YEAR ENDED 31st MARCH, 2016		(Rs. In Lacs)
7 SHORT-TERM BORROWINGS:		As at 31st March, 2016	As at 31st March, 2015
Secured			
` Working capital facilities from Bank	(S	490.67	409.32
		490.67	409.32
Unsecured			
Loans From related parties		3,419.48	7.98
Loans From others		305.00	
		3,724.48	7.98
Grand Total		4,215.15	417.30

- 7.1 Working capital facilities include Cash Credit Facilities from State Bank of India outstanding Rs. 411.07 lacs (Previous Year Rs. 381.65 lacs) & Axis Bank outstanding Rs.79.60 lacs (Previous Year Rs. 27.67 Lacs), both of which are secured by first charge by way of hypothecation of stocks of food, beverages, operating supplies, stores, spares, book–debts (excluding credit card receivables), bills etc. of the company and also by way of a second charge on the immovable properties of the company at Indore, Baroda and Pune. Cash Credit Facilities from Axis bank Ltd were personally guaranteed by Late Shri Sajid Dhanani, Company is in the process for making alternative arrangement for replacement of the personal guarantee.
- 7.2 Loans from related parties & others includes loan from directors & associate companies.

(Rs. In Lacs)

8	TRADE PAYABLES:	As at 31st March, 2016	As at 31st March, 2015
	Trade Payables*	1,131.67	747.97
	Total	1,131.67	747.97

*Trade payables are for goods purchased and services taken during the normal course of business.

- 8.1 The Company has not received information from vendors regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid at the year end together with interest paid/payable under the Act have not been given.
- 8.2 Trade Payable having scheduled payment beyond 12 months after reporting date Rs. Nil (Previous Year Rs. Nil)
- 8.3 Includes amount payable to Barbeque Nation Hospitality Limited, against Royalty Payment Rs. 42.79 Lacs (Previous Year Rs. 81.69)

,		(ns. III Laus)
OTHER CURRENT LIABILITIES:	As at 31st March, 2016	As at 31st March, 2015
Current Maturities of Long-Term Loans		
Secured Term Loans		
From Banks	2,639.82	2,069.75
From Financial Institutions	100.00	229.59
Total (A)	2,739.82	2,299.34
Unsecured Term Loans		
From Banks	1.94	_
From NBFC	51.90	7.50
Total (B)	53.84	7.50
Others		
Creditors for capital Expenditure	431.22	139.24
Advance received from customers	180.29	271.29
Statutory Dues	189.12	127.62
Book Overdrafts	73.61	_
Others	120.02	139.64
Total (C)	994.26	677.79
Interest Accrued but not Due on Borrowings	12.79	13.37
Grand Total (A+B+C)	3,800.71	2,998.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

- 9.1 Current maturities of term loans from bank includes Principal installments payable to State Bank of India, Axis Bank Ltd, State Bank of Mysore, ICICI Bank Ltd and to HDFC Bank. Bank wise Current maturity is give under Note no 4.1 other terms are same as given in Note no 4.3.
- 9.2 Current maturities of term loans from financial institutions includes Principal instalments payable to Tourism Finance Corporation of India Ltd, and Madhya Pradesh Finance Corporation. Financial Institution wise current maturities is given under Note no 4.1 other terms are same as given in note no 4.4.
- 9.3 Current maturities of term loan from NBFC is of Magma Fincorp Limited. Institution wise current maturities is given under Note no 4.2 other terms are same as given in note no 4.5
- 9.4 Statutory dues includes VAT, luxury tax, TDS, service tax & other statutory payables.
- 9.5 Advances received from customer includes advances against future bookings for functions to be held in next 12 Months
- 9.6 Other Current liabilities includes rent payable, interest payable and staff dues.

			(Rs In Lacs)
10	SHORT-TERM PROVISIONS:	As at 31st March, 2016	As at 31st March, 2015
	Provision for Employee Benefits		
	Provision for Gratuity	3.36	9.75
	Leave Encashment	3.48	10.59
	Bonus	156.83	108.82
	Total (A)	163.67	129.16
	Provision for current year Tax	275.13	12.78
	Provision for Expenses	235.62	148.18
	Total (B)	510.75	160.96
	Total (A+B)	674.42	290.12



(Rs. In Lacs)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31" MARCH, 2016

11. FIXED ASSETS:

				TANGIBLE ASSETS	ASSETS				INTANGIBLE ASSETS	i di
Gross Block	Freehold Land	Leasehold Land	Buildings	Plant and Equipment	Furniture and Fixture	Service Equipment	Vehicle	Computer	Software & Licence	lotal
At April 1,2014	2,637.00	2,294.06	11,650.49	3,386.20	5,650.52	747.81	605.55	417.19	99.81	27,488.63
Adjustment	ı	_	2.64	(4.42)	ı	I	(0.93)	(0.94)	0.94	(2.71)
Addition	1	-	635.46	394.92	559.49	47.89	43.52	41.01	20.02	1,742.31
Disposal	1	_	Ι	I	0.85	0.20	I	-	ı	1.05
At March 31,2015	2,637.00	2,294.06	12,288.59	3,776.70	6,209.16	795.50	648.14	457.26	120.77	29,227.18
Adjustment	ı	_	Ι	I	ı	I	I	(0.13)	I	(0.13)
Addition	I	_	811.23	136.30	528.96	45.29	5.85	190.88	20.95	1,739.46
Disposal	ı	_	139.83	26.75	123.71	21.08	I	42.50	I	353.87
At March 31,2016	2,637.00	2,294.06	12,959.99	3,886.25	6,614.41	819.71	653.99	605.51	141.72	30,612.64
Depreciation										
At April 1,2014	I	-	5,657.75	2,087.87	4,048.63	591.72	394.34	351.68	72.71	13,204.70
Adjustment (See Note 11.1)	I	_	I	64.79	37.14	8.28	4.16	13.33	3.58	131.28
Adjustment	ı	I	0.50	(1.36)	ı	I	(0.78)	(0.37)	0.37	(1.64)
Charge for the year	I	I	596.07	307.12	907.40	99.63	74.76	29.04	26.58	2,040.60
Disposals	-	_	_	-	0.71	0.17	1	I	1	0.88
At March 31,2015	ı	-	6,254.32	2,458.42	4,992.46	699.46	472.48	393.68	103.24	15,374.06
Adjustment	ı	_	Ι	I	1	I	I	_	I	I
Adjustment	I	I	ı	I	ı	I	I	0.34	(0.37)	(0.03)
Charge for the year	I	I	1,048.19	265.65	759.01	90.29	59.14	84.88	29.27	2,311.20
Disposals	I	I	75.83	18.58	119.60	17.37	I	40.38	I	271.76
At March 31,2016	I	ı	7,226.68	2,705.49	5,631.87	747.15	531.62	438.52	132.14	17,413.47
Net Block										
At March 31,2015	2,637.00	2,294.06	6,034.27	1,318.28	1,216.70	96.04	175.66	63.58	17.53	13,853.13
At March 31,2016	2,637.00	2,294.06	5,733.31	1,180.76	982.54	72.56	122.37	166.99	9.59	13,199.17
Capital work in progress	Opening	Additions	Capitalisation	Closing						

516.45 3,318.80

2.15 61.62

489.43 2,863.97

At March 31,2015 At March 31,2016

516.45 29.17

^{11.2} Additions during the year includes pre-operative expenses amounting to Rs. 215.95 Lacs (P.Y. Rs. 229.83 lacs)

NOT	NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016 (Rs. In Lacs				
12	NON-	CURRENT INVESTMENTS :	As at 31st March,2016	As at 31st March,2015	
	Α	Trade Investments (Unquoted At Cost)			
		Subsidiary			
		Sayaji Housekeeping Services Ltd 6365000 Equity Shares of Rs.10/– fully paid–up (PY Nil)	636.50	-	
		10000 10% Preference Shares of Rs. 10/- fully paid up (PY Nil)	1.00	-	
		Malwa Hospitality Pvt. Ltd. 6893998 Equity Shares of Rs.10/– fully paid up (PY 6893998 Equity	689.40 Shares)	689.40	
		Aries Hotels Pvt. Ltd. 5218000 Equity Shares of Rs.10/– fully paid up (PY 5218000 Equity	770.20 Shares)	770.20	
		Associates			
		Barbeque–Nation Hospitality Ltd Nil (PY 6310558 Equity Shares of Rs.10/– fully paid–up)	-	631.06	
		Other Investment			
		Genex Hotels Pvt. Ltd. 5000 Equity Shares of Rs.10/– fully paid up (PY 5000 Equity Shares)	0.50	0.50	
		Winner Hotels Pvt. Ltd 2300 Equity Shares of Rs.10/– fully paid up (PY 2300 Equity Shares)	0.23	0.23	
		Sub-Total (A)	2,097.83	2,091.39	
	В	Other Investments (Unquoted at Market Value)			
		Bharat Equity Services Ltd.	10.00	10.00	
		1,00,000 Equity Shares of Rs.10 each fully paid up (PY 1,00,000 Equ (–) Provision for Diminution in value of investment	ity Shares) (9.90)	(9.90)	
		Sub-Total (B)	0.10	0.10	
		Total (A+B)	2,097.93	2,091.49	
		Aggregate amount of quoted Investments		_	
		Market Value of quoted Investments			
		Aggregate book value of un-quoted Investments	2,097.93	2,091.49	

- 12.1 Sayaji Housekeeping Services Ltd is wholly owned subsidiary of the company.
- 12.2 Malwa Hospitality Pvt Ltd is subsidiary of the company with 51.66% shareholding therein.
- 12.3 Aries Hotels Pvt Ltd. is subsidiary of the company with 52.37% shareholding therein.
- 12.4 That during the year under review 6310558 Equity Shares of Rs.10/—each of Barbeque Nations Hospitality Ltd. is transferred to Sayaji Housekeeping Services Ltd. (wholly owned subsidiary of the company) at Carrying Cost of Rs. 631.06 Lacs, vide Board Resolution Dated 19th March, 2016.

 (Rs. in Lacs)

13.	DEFERRED TAX ASSETS	As at 31st March, 2016	As at 31st March, 2015
	On account of Timing Difference in		
	Carry Forward losses & Depreciation	_	_
	Expenses Disallowed under I.T. Act., 1961	149.42	165.12
	Depreciation on fixed assets	902.40	416.04
	Total Deferred Tax Assets	1,051.82	581.16
	Total Deferred Tax Liabilities		
	Net Deferred Tax(Liability)/Assets*	1,051.82	581.16
	Amount debited/(Credited) to Profit & Loss Statement	(470.66)	(261.05)

^{*} Deferred tax liability for the year have been arrived at by taking the tax rate of 34.61% (PY 33.99%) which is inclusive of education cess.



NOT	ES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016		(Rs. In Lacs)			
14.	LONG –TERM LOANS AND ADVANCES**:	As at 31st March, 2016	As at 31st March, 2015			
	(Unsecured and Considered Good)					
	Security Deposits*	519.74	501.79			
	Capital Advances	24.39	28.11			
	Other Loans & Advance	0.46	0.97			
	Total	544.59	530.87			
	*Security Deposits includes balances with statutory Authority, electricity depos	sits & lease rent deposits.				
	**All the above loans and advances have been given for business purpose.	·	(Rs. In Lacs)			
15.	OTHER NON-CURRENT ASSETS	As at 31st March, 2016	As at 31st March, 2015			
	(Unsecured and Considered Good)					
	Fixed Deposits Against lien & Bank Guarantee*	3.10	18.39			
	TOTAL	3.10	18.39			
	*Maturing after 12 months					
			(Rs. In Lacs)			
16.	INVENTORIES:	As at 31st March, 2016	As at 31st March, 2015			
	(Valued at lower of cost or NRV whichever is less & certified by management)	<u> </u>	<u> </u>			
	Operating Supplies	1,286.55	993.73			
	Food & Beverages	139.54	222.93			
	Shopping Arcade Stock	42.54	42.54			
	Total	1,468.63	1,259.20			
		1,100100	(Rs. In Lacs)			
17.	TRADE RECEIVABLES:	As at 21 at March, 2016				
17.		As at 31st March, 2016	As at 31st March, 2015			
	Outstanding for a period expecting six months from the due date of payment					
	Outstanding for a period exceeding six months from the due date of payment	00.00	04.0.00			
	Considered Good	82.96	216.33			
	Doubtful	_	14.71			
	Others	000.40	500.50			
	Considered good	823.43	530.56			
		906.39	761.60			
	Less: Provision for doubtful trade receivables	_	14.71			
	Total	906.39	746.89			
			(Rs. In Lacs)			
18.	CASH & BANK BALANCES :	As at 31st March, 2016	As at 31st March, 2015			
	Cash & Cash Equivalents					
	Cash in Hand	32.31	30.01			
	Balances with Bank					
	In current Accounts:					
	With Scheduled Bank	36.92	65.08			
	Other Bank Balances					
	In Earmarked Accounts:					
	With original Maturity of less than 12 months					
	Fixed Deposits Against lien	518.92	-			
	With original Maturity of more than 12 months					
	Fixed Deposits Against lien	3.10	18.39			
		591.25	113.48			
	Less: Term deposit with banks maturing after 12 months from Balance sheet date					
	other earmarked/margin money/pledged deposits classified as non current. (Refe		18.39			
	Total	588.15	95.09			

NOT	ES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016		(Rs. In Lacs)
19.	SHORT TERM LOANS & ADVANCES:	As at 31st March, 2016	As at 31st March, 2015
	Loans & Advances to related parties	_	17.62
	Advance to suppliers for goods & services*	108.72	64.22
	Prepaid Expenses	82.43	37.36
	Staff Advances & Loan	15.97	10.18
	Balance with Govt. authorities	250.13	202.10
	Others	154.42	60.67
	Less: Provision for doubtful advances (Refer Note 28.1)		(40.90)
	TOTAL	611.67	351.25
	*Advances to suppliers for goods & services includes advances against puro 12 Months for the business purpose.	chases & services which is	
			(Rs. In Lacs)
20.	OTHER CURRENT ASSETS:	As at 31st March, 2016	As at 31st March, 2015
	Interest Accrued on FDRs	0.54	_
	Receivable against Sale of Restaurant*	1,238.00	-
	TOTAL	1,238.54	_
	*Receivable against Sale of Restaurant is amount due from Barbeque Nations on 13.05.2016.	Hospitality Ltd., on associat	te company, Since receive
			(Rs. In Lacs)
21.	Revenue From Operations :	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Rooms	4,796.96	4,389.79
	Food and Beverages	9,850.40	8,069.46
	Other Services	1,459.44	1,077.41
	TOTAL	16,106.80	13,536.66
	*Revenue from others services includes income from club, rental income and		
		a moonio nom banquot oor	(Rs. In Lacs)
22.	Other Income :	For the year ended 31st March, 2016	For the year ende 31st March, 2015
	Interest Earned*	38.89	38.43
	Other Non –Operating Income	29.61	7.07
	Excess Inventory Found on Physical Verification		24.86
	Excess/(Short) Provision of Earlier Year Written Back	2.33	64.70
	Dividend Income	94.66	04.70
			125.06
	TOTAL	165.49	135.06
	*Includes interest on Bank deposits Rs. 1.14 Lacs (PY 5.34 Lacs) & on loan Lacs (PY 33.09 Lacs)		(Rs. In Lacs)
23.	Food & Beverages Consumed :	For the year ended 31st March, 2016	For the year ende 31st March, 2015
	Opening Stock	222.93	178.82
	Add : Purchases*	3,927.90	3,610.04
		4,150.83	3,788.86
		· ·	·
	Less: Closing Stock	139.54	222.93

⁷⁹

* Net of Expenses capitalised of Rs. Nil Lacs (P.Y. Rs.13.73)



24.

25.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

	For the year ended 31st March,2016 Consumption				
	Rs. In Lacs	%	Rs. In Lacs	%	
Imported	11.16	0.28%	7.59	0.21%	
Indigenous	4,000.13	99.72%	3,558.34	99.79%	
TOTAL	4,011.29	100.00%	3,565.93	100.00%	

(Rs. in Lacs)

Operating Expenses* :	For the year ended 31st March,2016	For the year ended 31st March,2015
Stores & Operating Supplies **	635.83	580.90
Repairs and Maintenance		
Building	123.10	86.08
Plant & Machinery	94.91	110.63
Others	137.26	136.27
Laundry Expenses	204.58	167.02
Guest pick up Expenses	286.71	291.47
Cable TV Expenses	28.31	56.51
Other Operating Expenses ***	1,213.36	907.93
Power and Fuel	1,286.17	1,193.62
GRAND TOTAL	4,010.23	3,530.43

^{*} Net of Expenses capitalised of Rs 32.67 Lacs (P.Y. Rs.27.30)

^{***}Other Operating Expenses includes house keeping & upkeeping expenses, expenses for F&B operations & club.

	_	For the year ended 31st March,2016 Consumption		31st March,2015 ption
	Rs. In Lacs	%	Rs. In Lacs	%
Imported	32.84	5.16%	6.95	1.20%
Indigeneous	602.99	94.84%	573.95	98.80%
TOTAL	635.83	100%	580.90	100%

(Rs. in Lacs)

Employee Benefit Expenses* :	For the year ended 31st March,2016	For the year ended 31st March,2015
Salaries, Wages and Allowances	3,155.53	2,547.26
Contribution to P.F. and other Funds	298.91	241.15
Workmen and Staff Welfare Expenses	64.65	57.55
Workmen and Staff Uniform Expenses	133.14	97.25
TOTAL	3,652.23	2,943.21
*** (5)		

^{*} Net of Expenses capitalised of Rs. 14.85 Lacs (P.Y. Rs. 96.69)

^{**}Stores & operating supplies includes crockery & cutlery, linen & other consumables etc.

ΝΩТ	TES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016		(Rs. In Lacs)
26.	Other Expenses*:	For the year ended 31st March,2016	For the year ended 31st March,2015
20.	Lease Rent	288.81	148.09
	Brand Royalty	49.28	94.49
	Rates & Taxes	145.65	114.42
	Insurance	24.16	22.50
	Travelling and Conveyance	73.71	47.82
	Postage, Telegram and Telephones	57.75	46.24
	Advertisement and Publicity	64.27	56.15
	Legal & Professional	158.26	131.90
	Printing and Stationery	49.69	42.67
	Credit Card Commission	82.33	96.22
	Other Expenses Auditors' Remuneration	134.96	87.91
	Statutory audit	4.50	3.50
	Certification other matters	0.50	0.50
	Prior Period Exp.	(2.40)	(1.62)
	Sundry Balances W/off	(21.98)	(59.79)
	Bad Debts	47.90	0.08
	Provision for doubtful debts (Refer note 26.1)	_	_
	Loss On Disposal/Retirement Of Assets	4.02	-
	Total	1,161.41	831.08
	* Net of Expenses capitalised of Rs. 135.26 Lacs (P.Y. Rs. 58.94)	<u> </u>	(Rs. In Lacs)
	26.1 Provision for doubtful debts	For the year ended 31st March,2016	For the year ended 31st March,2015
	Opening Balance	14.71	133.25
	Add: Provision during the year	_	-
		14.71	133.25
	Less: Bad debts	14.71	118.54
	Closing Balance		14.71
			(Rs. In Lacs)
27.	Finance Cost*:	For the year ended 31st March,2016	For the year ended 31st March,2015
	Interest on term Loan	505.72	852.04
	Interest on Others	518.93	302.77
	Other expenses	32.34	4.66
	Other borrowing cost	152.28	8.80
	Total	1,209.27	1,168.27
	*Net of Expenses capitalised of Rs. 42.61 Lacs (P.Y. Rs. 33.17) Interest expens		
	Interest on others includes interest on credit facilities. Other expenses inc		
	processing fees & upfront fees of loans and forward premium.	radoo bank onargoo. Othor	borrowing cook includes
	produceding 1000 & april office of fourto and for ward profitation.		(Rs. In Lacs)
28.	Exceptional item Income / (Expense):	For the year ended 31st March,2016	For the year ended 31st March,2015
	Profit on sale of assets & intangible rights of Restaurant *	1,146.85	_
	Total	1,146.85	_
	*Profit on sale of assets & intangible rights of Restaurant in Pune run by the	Company in the brand name	e of
	Barbeque Nations to M/s. Barbeque Nations Hospitality Ltd, an associate of		(Rs. In Lacs)
	28.1 Provision for doubtful Advances	For the year ended 31st March,2016	For the year ended 31st March,2015
	Opening Balance	40.90	40.90
	Add: Provision during the year		
		40.90	40.90
	Less: Doubtful advances written off	40.90	
	Closing Balance	_	40.90
	•		



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

Additional Disclosures

29.1 Contingent liability not provided for:

- 29.1.1. Guarantee given on behalf of other companies Rs 6873.60 lacs (P.Y Rs 6873.60 lacs). This includes Guarantee given to State Bank of India on Behalf of Barbeque—Nation Hospitality Ltd amounting Rs 4,000 lacs (P.Y 4000 lacs), guarantee given to Axis Bank Ltd on Behalf of Sana Hospitality Services Pvt .Ltd amounting to Rs 421.82 lacs (P.Y Rs 421.82 lacs), guarantee given to State bank of India on Behalf of Malwa Hospitality Pvt .Ltd amounting to Rs. 2400 lacs (P.Y. 2400 lacs) & HDFC Bank Ltd RS.51.78 lacs(P.Y. 51.78 lacs) Outstanding balance of loan there against for the year ended 31st March, 2016 from SBI is Rs 4177.51 lacs (P.Y 4767.09 Lacs) ,Axis Bank Ltd is Rs 167.86 Lacs (P.Y 212.51 Lacs) and from HDFC bank Ltd. RS 33.31 lacs (P.Y. 45.08 lacs)
- 29.1.2. Disputed statutory liabilities in respect of service tax not provided for:
 - (a) In Respect of indore hotel, for the period from 01.03.05 to 31.03.09 the Hon'ble Tribunal has passed the order against the Company after giving the benefit of abatement and waiver of penalty imposed in the order passed by Learned Commissioner. Tax demand of Rs 175.01 lacs is pending as per the Tribunal's order Company has challenged said order before Indore bench of Hon'ble High Court of MP and got interim stay of the demand. Interest liability will also arise in case of unfavorable decision. (P.Y. Rs.175.01 Lacs)
 - (b) In Respect of indore hotel, for the period from 01.04.09 to 31.03.11 the Commissioner has passed the order against the Company without even considering the benefit given by the Hon'ble Tribunal in its prior order. Tax demand of Rs. 400.37 lacs has been raised alongwith equal amount of penalty. Company has challenged said order before Hon'ble Tribunal & got unconditional stay on merits for the entire demand Had the benefit of abatement & waiver of penalty given by the Hon'ble Tribunal in its prior order been considered by the Learned Commissioner, the demand would have been reduced to Rs. 139.97 lacs. Interest liability will also arise in case of unfavorable decision. (P.Y. Rs. 400.37 Lacs)
 - (c) In Respect of Indore hotel for the period from 01.04.11 to 30.06.12 the Commissioner has issued show cause against the Company without even considering the benefit given by the Hon'ble Tribunal in their prior order. Tax demand of Rs 269.27 lacs has been raised alongwith equal amount of penalty Company has challenged said order before Hon'ble Tribunal. Had the benefit of abatement & waiver by of penalty given the Hon'ble Tribunal in their prior order been considered by the Learned Commissioner, the demand would have been reduced to Rs. 127.98 lacs. Interest liability will also arise in case of unfavorable decision. (P.Y. Rs.269.27 lacs)
 - (d) In Respect of Pune hotel for the period from 01.04.09 to 30.06.12 Commissioner has passed an order against the company and raised a tax demand of Rs.39.27 lacs, company has filed an appeal before commissioner (Appeal), which is yet to be decided. Interest liability will also arise in case of unfavorable decision. (P.Y. Rs. 39.27 Lacs)
- 29.1.3. Custom duties saved against imports under EPCG scheme is Rs 504.23 lacs (P.Y Rs 594.13 lacs)
- 29.1.4. Disputed liability of Rs 131.30 lacs not provided for in respect of Income Tax (AY 2007–08, AY 2008–09, AY 2009–10, AY 2010–11, AY 2012–13). The matters are pending before Income tax Appellate Tribunal, Ahmedabad. (P.Y Rs. 131.30 lacs). And Amount paid there against Rs. 131.30 Lacs.
- 29.1.5. Disputed liability of Rs 1.02 lacs not provided for in respect of TDS (AY 2010–11, AY 2011–12 & AY 2012–13). The matter is pending before CIT, Pune. (P.Y. Rs. 1.02 lacs)
- 29.1.6. Disputed liability of Rs 83.55 lacs not provided for in respect of Commercial tax (FY 2011–12 & 2012–13). The matters are pending before Commissioner Appeal Commercial tax, Indore. (P.Y. Rs. 83.55 Lacs)
- 29.1.7. Disputed liability of Rs .56 lacs not provided for in respect of Commercial tax (FY2010–11). The matter is pending before Appelate Tribunal–Commercial tax, Indore. (P.Y. Rs. 0.56 Lacs)
- 29.1.8. Disputed liability of Rs 32.70 lacs not provided for in respect penalty of Property tax demand (FY2015–16). The application is pending before Mayor–In–Council Indore Municipal Corporation Indore. (P.Y. Rs. Nil)
- 29.1.9 Arrears of Cummulative Dividend on Preference Shares & Income Tax Thereon, not paid during the year Rs.118.42 Lacs (P.Y. Rs.27.53).



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

29.1.10 In respect of the leasehold land of Indore hotel, Company has received notice on 05.03.2016 from the Lessor i.e. Indore Development Authority (IDA) for cancellation of the lease for the entire land. It is to inform that company has constructed few shops in their Indore hotel and the same shops has been sold to various parties. IDA has raised an objection that the said activity is not permissible under the terms of lease agreement and has issued show cause notice as to why the lease may not be cancelled. Company is duly representing the matter before IDA on various grounds and is hopeful that the matter will be resolved. As an abundant precaution, company has also started the process of purchasing the shops back and five shops have been purchased till 31.03.2016. In similar other matter, IDA has accepted the rectification through repurchase of property and hence company expects the same view in this matter also.

29.2 Capital Commitments

Estimated capital commitments not provided for Rs. Nil (PY 81.23 lacs)

29.3 The Company has not received information from vendors regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and accordingly disclosure regarding to amount paid/Payable at the year end together with interest paid/payable under the Act have not been given.

29.4 **Segment Reporting:**

The Company's only business being hoteliering, disclosure of segment—wise information is not applicable under Accounting Standard 17 – 'Segmental Information' (AS–17) notified by the Companies (Accounting Standards) Rules, 2006 (as amended). There is no geographical segment to be reported since all the operations are undertaken in India.

29.5 Impairment of Assets:

That the Board of Directors, is of the opinion that the discounted net future generation from the Assets in use & shown in the schedule of Fixed Assets, is more than the carrying amount of Fixed Assets in Balance Sheet, as such, no provision for Impairment of Assets is required to be made in terms of the requirement of Accounting Standard (AS–28) "Impairment of Assets" issued by the Institute of Chartered Accountants of India for the year ended 31st March'2016.

- 29.6 In the opinion of the Directors, value of long term trade investment in shares of subsidiary companies & others have the value at which they are stated in the Balance Sheet, further to informed that investment made is in the nature of trade investment. in view of above no provision is required to made for any temporarily in the value of investment.
- 29.7 In the opinion of the Directors, Current Assets, Loans & Advances have the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business. Further, Directors are of the opinion that all the liabilities have been duly reflected in the Balance Sheet and nothing is remained to be disclosed for. Confirmation letters to all Sundry Debtors & Creditors have been sent and those parties whose reply have been received are reconciled and confirmed.
- 29.8 In the opinion of Board of Directors there exists adequate accounting & internal control system designed to prevent and detect fraud or errors and in the opinion of Board of Directors that any uncorrected misstatements resulting from either fraud or errors are in the managements opinion immaterial both individually & aggregate in the Financial statements.

29.9 **Details of Related Party Disclosure:**

i) Key Management Personnel

Mr.Raoof Razak Dhanani (Managing Director)
Mrs. Suchitra Sajid Dhanani (Whole Time Director)

Mr. Kayum Dhanani (Director)

Mr. Sandesh Khandelwal (Chief Financial Officer)
Mr. Amit Sarraf (Company Secretary)

ii) Subsidiary Companies

Aries Hotels Pvt Ltd

Malwa Hospitality Pvt Ltd

Sayaji House Keeping Services Ltd



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

iii) Associate Companies/ Firms/ Relatives

S S Management

S.N. Travels

Taurus Corium Impex Pvt Ltd.

Barbeque-Nation Hospitality Limited

Winner Hotels Pvt Ltd.

Trans Agro India Pvt Ltd.

A.R. Hospitality Pvt .Ltd.

Tungabhadra Furtilizer & Chemical Ltd.

Zuber Y Dhanani

Azher Y Dhanani

Saba R Dhanani

Sadiya R Dhanani

Sara K Dhanani

Sanya S Dhanani

Rizwan R Sheikh

Versha Khandelwal

(Rs. In Lacs)

Sr.No.	Nature of Transactions	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Α	KEY MANAGEMENT PERSONNEL		
	REMUNERATION/ SALARY	56.76	54.74
	PAYABLE AT THE YEAR END	1,851.89	-
	ISSUE OF PREFERENCE SHARE (INCLUDING PREMIUM)	_	375.00
	PAYMENT OF INTEREST	207.69	23.26
В.	SUBSIDIARY COMPANIES		
	SALE TRANSACTION	_	3.72
	INVESTMENTS MADE DURING THE YEAR	637.50	140.00
C.	ENTITY IN WHICH KMP / RELATIVES OF KMP CAN EXERCISE		
	SIGNIFICANT INFLUENCE		
	GUEST PICK UP EXPENSES	42.02	40.69
	RECEIVABLE AT THE YEAR END (NET OF PROVISION)	0.16	0.16
	PAYABLE AT THE YEAR END	1,610.37	89.54
	SALE TRANSACTION	-	3.11
	SALE OF RESTAURANT	1,238.00	-
	PAYMENT OF ROYALTY & SERVICE CHARGE ON LIQUOR	124.05	94.49
	LEASE RENT RECEIVED	17.00	_
	INVESTMENTS DURING THE YEAR	_	26.06
	PAYMENT OF INTEREST	84.38	84.46
	INVESTMENTS SOLD DURING THE YEAR	631.06	_
	ISSUE OF PREFERENCE SHARE (INCLUDING PREMIUM)	125.00	1,000.00
	PAYMENT OF PROFESSIONAL FEE	14.00	9.00

SAYAJI SAYAJI HOTELS LTD.

SAYAJI HOTELS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. In Lacs)

29.10	Earning/(Loss)	ner share	(FPS) i	s calculated	as under :
23.10	Lailling/(LUSS)	per snare	(LI 0) I	o caiculateu	as unuci .

a) Numerator:

Net Profit after tax as per Statement of Profit & Loss Dividend on Preference Shares & Income Tax Thereon (Including Arrears of Earlier Years) Net Profit/(Loss) attributable to equity share holders

b) **Denominator**:

Number of Equity shares Weighted average number of equity shares outstanding during the year

- c) Nominal value of Equity Shares (in Rs.)
- d) Earning/(Loss) per share

For the year ended 31st March, 2016	For the year ended As 31st March, 2015
980.57	(265.03)
	,
118.42	27.53
862.15	(292.56)
332.13	(===:=;)
17,518,000.00	17,518,000.00
17,518,000.00	17,518,000.00
10/–	10/–
4.92	(1.67)

29.11 Earnings in Foreign Currency:

29.111 Earnings in Foreign Currency:

a) Numerator:

Sale of Rooms and Food Beverages

For the year ended	For the year ended
31st March, 2016	31st March, 2015
 787.17	779.05

29.11.2 CIF Value of imports & Expenditure (on accrual basis)

Import Value of Capital Goods

29.12 Derivative Instruments

The details in respect of outstanding foreign exchange forward contracts are as follows:

PARTICULARS	As at 31st March,2016	As at 31st March,2015
In USD (In Lacs)	23.98	-
Rupees (in Lacs)	1,590.66	-

As of 31st March, 2016 and 31st March, 2015, there were no net foreign currency exposures that werenot hedged by a derivative instruments or otherwise.

29.13 The company has reclassified previous year figures to confirm to this year classification.

As per our report of even date attached

For K.L.Vyas & Company Chartered Accountants

Firm Regn. No. 003289C

T.N Unni Director Raoof Razak Dhanani Managing Director

For and on behalf of the Board of Directors

143.66

K.L.Vyas Partner

M.No. 072043

Indore, 30th May 2016

Director

Sandesh Khandelwal

Chief Financial Officer

Amit Sarraf

Company Secretary

INDEPENDENT AUDITORS' REPORT

To, The Members, Sayaji Hotels Limited,

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Sayaji Hotels Limited (the Holding Company) and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "the Group") and its associate, comprising the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information ("the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

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

We believe that the audit evidence obtained by us and by the other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

SAYAJI SAYAJI

SAYAJI HOTELS LIMITED CONSOLIDATED FINANCIAL STATEMENT

Other Matters

We did not audit the financial statement/ consolidated financial statements of Two subsidiaries, whose financial statement/ consolidated financial statements reflect total assets of Rs. 2069.08 Lacs as at 31st March, 2016; total revenue of Rs. 1.25 Lacs and net cash flows of Rs. 11.78 Lacs for the year ended on that date. The Consolidated financial statements also include the Group's Share of profit of Rs. 390.31 Lacs for the year ended 31st March, 2016, as considered in the consolidated financial statements in respect of two associates, whose financial statements/ financial information has not been audited by us. These financial statements / financial information have been audited by other auditors, whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on the other Legal and Regulatory requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- 1. 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 purposes of our audit of the aforesaid financial statements.
 - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors of the Holding Company as on

31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associates, none of the directors of the Group Companies and its associates is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A", which is based on the auditors reports of the Holding Company, subsidiary companies and associate companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding Company's/ subsidiary company's/ associate company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate – Refer Note 29.1 to the consolidated financial statements;
 - The Group and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate company.

For K.L. Vyas & Company, Chartered Accountants, FRN: 003289C

Place of Signature : Indore Date : 6th August, 2016 (K.L. Vyas) Partner M. No. 072043

ANNEXURE - A TO THE 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")

We have audited the internal financial controls over financial reporting of Sayaji Hotels Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "the Group") and its associate, as of 31 March 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, are 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 ('ICAI'). 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 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 preparation of reliable financial information, as required under the Companies Act. 2013.

Auditors' 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 Companies Act, 2013, 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 procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 and the audit evidence obtained by the other auditors of the subsidiary companies and associate companies, which are companies incorporated in India, in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates standalone financial statements of 2 subsidiaries and 2 associates, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

For K.L. Vyas & Company, Chartered Accountants, FRN: 003289C

Place of Signature : Indore Partner

Date : 6th August, 2016 M. No. 072043

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CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2016

(Rs. In Lacs)

	Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I. EQU	ITY AND LIABILITIES			
(i)	Shareholders' Funds			
	a. Share Capital	2	2,751.80	2,668.46
	b. Reserves & Surplus	3	8,343.67	7,138.34
	Total Shareholder's Funds (i)		11,095.47	9,806.80
(ii)	Minority Interest		938.98	1,125.10
(iii)	Non-current liabilities			
	a. Long-term Borrowings	4	4,574.36	6,126.13
	b. Other Long Term Liabilities	5	2,083.99	2,007.17
	c. Long-Term Provisions	6	499.22	405.20
	Total Non-Current Liabilities (iii)		7,157.57	8,538.50
(iv)	Current liabilities			
	a. Short–Term Borrowings	7	4,317.15	739.30
	b. Trade Payables	8	1,200.88	811.11
	c. Other Current Liabilities	9	4,033.43	3,199.55
	d. Short Term Provisions	10	713.96	303.31
	Total Current Liabilities (iv)		10,265.42	5,053.27
	Grand Total (i+ii+iii+iv)		29,457.44	24,523.67





CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2016

(Rs. in Lacs)

		Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
	400	FT0	NO.	313t March, 2010	313t Maicii, 2013
II	II ASSETS				
	(i)	Non-Current Assets			
		a. Fixed Assets	11		
		i) Tangible Assets		15,326.97	16,575.16
		ii) Intangible Assets		10.79	21.79
		iii) Capital Work–in–Progress		4,163.09	1,358.40
		iv) Goodwill on Consolidation		28.44	28.44
		Total Fixed Assets		19,529.29	17,983.79
		b. Non-Current Investments	12	1,967.54	1,577.23
		c. Deferred Tax Assets (net)	13	1,382.32	747.97
		d. Long-Term Loans and Advances	14	1,519.07	1,488.43
		e. Other Non-Current Assets	15	3.10	18.39
		Total Non-Current Assets (i)		24,401.32	21,815.81
	(ii)	Current Assets			
		a. Inventories	16	1,609.43	1,416.94
		b. Trade Receivables	17	950.40	796.69
		c. Cash and Cash Equivalents	18	614.20	100.42
		d. Short-Term Loans and Advances	19	643.55	393.81
		e. Other Current Assets	20	1,238.54	-
		Total Current Assets (ii)		5,056.12	2,707.86
		Grand Total (i+ii)		29,457.44	24,523.67
Sig	nific	ant Accounting Policies	1		
Not	tes o	n Financial Statements	2 To 29		

This is the Consolidated Balance Sheet referred to in our report of even date

For and on behalf of the Board of Directors

For K.L.Vyas & Company Chartered Accountants Firm Regn. No. 003289C

T.N Unni Raoof Razak Dhanani Director Managing Director

K.L.Vyas Partner M.No. 072043 Indore, 06th August, 2016

Sandesh Khandelwal Chief Financial Officer Amit Sarraf Company Secretary



CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2016

(Rs. In Lacs)

Particulars	Note No.	For the year ended 31st March, 2016	For the year ende 31st March, 2015
Continuing Operations			
INCOME			
Revenue From Operations	21	18,052.55	14,284.83
Other Income	22	171.29	136.2
TOTAL		18,223.84	14,421.0
EXPENDITURE			
Cost of Material Consumed	23	4,352.83	3,707.8
Operating Expenses	24	4,321.55	3,699.8
Employee Benefit Expenses	25	4,190.73	3,136.8
Other Expenses	26	1,527.64	1,049.8
·		14,392.75	11,594.3
OPERATING PROFIT BEFORE INTT.		3,831.09	2,826.6
Finance Cost	27	1,504.28	1,309.0
PROFIT BEFORE DEPRECIATION		2,326.81	1,517.6
Depreciation	11	2,967.22	2,467.9
Add : Depreciation Written Back		0.03	
Profit /(Loss) before exceptional & extraordinary items		(640.38)	(950.34
Exceptional Items & Prior Period Items	28	1,146.85	
Profit before Tax		506.47	(950.34
Provision for Taxation		503.29	220.3
Earlier year taxes		50.34	(97.27
PROFIT/(LOSS) AFTER CURRENT YEAR		(47.16)	(1,073.37
TAX BUT BEFORE DEFERRED TAX			
Deferred Tax	13	(634.35)	(425.08
Profit/(Loss) after tax before share of results of associates and minority interests		587.19	(648.29
Minority Interest		(186.16)	(185.23
Share of net profit of associate		390.31	761.4
PAT AFTER MINORITY INTEREST		1,163.66	298.3
Earning Per Equity Share			
(1) Basic		5.97	1.5
(2) Diluted		5.97	1.5
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 29		

This is the Consolidated Statement of Profit & Loss referred to in our report of even date

For and on behalf of the Board of Directors

For K.L.Vyas & Company Chartered Accountants Firm Regn. No. 003289C

T.N Unni Raoof Razak Dhanani Director Managing Director

K.L.Vyas Partner

Sandesh Khandelwal Chief Financial Officer Amit Sarraf Company Secretary

M.No. 072043 Indore, 06th August, 2016



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. In Lacs)

Particulars	For the year ended 31st March, 2016		For the year ended 31st March 2015	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax from continuing operations		506.49		(950.34
Non–cash adjustment to reconcile profit before tax to net cash flows				
Depreciation & Amortization including adjustments	2,967.19		2,467.98	
Profit on Sale of Fixed Assets & Restaurant	(1,142.83)		-	
Interest Expense	1,504.28		-	
Dividend income	(94.66)		1,309.03	
Interest Received	(40.09)		(38.86)	
		3,193.89	-	3,738.1
Operating profit before Working Capital changes		3,700.38		2,787.8
Adjustments for :				
Increase/(Decrease) in other long term liabilities	76.22		0.50	
Increase/(Decrease) in long term provisions	94.02		142.76	
Increase/(Decrease) in trade payables	389.31		50.19	
Increase/(Decrease) in other current liabilities	356.96		621.52	
Increase/(Decrease) in short term provisions	148.30		88.53	
Decrease/(Increase) in long term advances	(30.04)		(38.54)	
Decrease/(Increase) in Inventories	(192.49)		(533.09)	
Decrease/(Increase) in trade receivable	(153.71)		(159.93)	
Decrease/(Increase) in short term advances	(262.31)		(89.22)	
Decrease/(Increase) in other current assets	(1,238.54)		0.84	
		(812.28)		83.5
Cash generated from operations		2,888.10		2,871.3
Taxes (Paid)/Refund		(291.28)		(107.07
Net cash from operating activities		2,596.82		2,764.3
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed assets	(4,603.75)		(4,333.58)	
Sale/Disposal of Fixed assets	1,233.91		1.24	
Purchase of Trade Investments	-		(26.06)	
Maturity/(Investment) in Fixed Deposits	15.29		65.68	
Interest Received	95.86		38.86	
Dividend income	38.89		-	
Adjustment in cash and cash equivalent pursuant to subsidiary becoming an associate	_		(835.93)	
Net cash used in investing activities		(3,219.80)		(5,089.79

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. In Lacs)

Particulars	For the year ended 31st March, 2016		For the year ended 31st March 2015	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Issue of Equity shares by holding company	125.01		1,374.99	
Proceeds/(Repayment) of Long Term Borrowings	(1,064.95)		1,470.16	
Proceeds/(Repayment) of loans from companies	3,496.50		(300.00)	
Proceeds/(Repayment) of Secured Short Term Borrowings	84.48		(129.07)	
Interest Paid	(1,504.28)		(1,309.03)	
Proceeds from Issue of Equity shares to Minority Shareholders by Subsidiary	_		345.00	
Net cash generated from financing activities		1,136.76		1,452.05
Net increase in cash and cash equivalents	513.78		(873.44)	
Cash and cash equivalents – OPENING BALANCE	100.42		973.86	
Cash and cash equivalents – CLOSING BALANCE		614.20		100.42

This is the Consolidated Cash Flow Statement referred to in our report of even date

For and on behalf of the Board of Directors

For K.L.Vyas & Company Chartered Accountants Firm Regn. No. 003289C

T.N Unni Raoof Razak Dhanani

Director Managing Director

K.L.Vyas Partner M.No. 072043 Indore, 06th August, 2016

Sandesh Khandelwal Chief Financial Officer Amit Sarraf Company Secretary



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

NOTE 1.

Sayaji Hotels Limited ("SHL" or the "Company"), is a listed public limited company incorporated under the provisions of the Companies Act, 2013. Its shares are listed on Bombay stock exchange on India. The Company is primarily engaged in the business of owning, operating & managing hotels.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

Subsidiaries

The Consolidated financial Statements comprise the individual financial statements of Sayaji Hotels Limited and it's subsidiaries as on 31st March 2016 and for the year ended on that date. The consolidated financial statements have been prepared on the following basis:

The excess of cost to the Company of its investment in the subsidiaries over the Company's portion of equity as at the date of making the investment is recognized in the financial statements as Goodwill on Consolidation.

The excess of Company's share in equity of each subsidiary over the cost of the acquisition at the date on which the investment is made, is recognized as Capital Reserve on Consolidation and included as Reserves and Surplus under Shareholder's Equity in the Consolidated Balance Sheet.

Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the date on which investments in subsidiary companies are made and further movement in their share in the equity, subsequent to the dates of investment.

The list of subsidiaries, which are included in the consolidation and the Company's holding therein is given below.

Name of the Subsidiary	Proportion of Ownership Interest		
	Current Year	Previous Year	
Malwa Hospitality Pvt. Ltd.	51.66%	51.66%	
Aries Hotels Pvt. Ltd.	52.37%	52.37%	
Sayaji Housekeeping Services Ltd.	100.00%		

Associates

On acquisition of an associate capital reserve arising from such acquisition is included in the carrying amount of the investment and also disclosed separately.

Only share of net profits / losses of associates is considered in Consolidated Statement of Profit and Loss.

The carrying amount of the investment in associates is adjusted by the share of net profits / losses in the Consolidated Balance Sheet.

The list of Associate, which are included in the consolidation and the Company's holding therein is given below

Name of the Associate	<u>Proportion of Ownership Interest</u>			
	Current Year	Previous Year		
Genex Hotels Pvt. Ltd.	50.00%	50.00%		
Barbeque-Nation Hospitality Ltd.*	47.41%	47.41%		

^{*}Barbeque-Nation Hospitality Ltd. is an Associated Company of Sayaji Housekeeping Services Ltd. (Wholly owned subsidiary of company)

Convention

To prepare financial statements in accordance with applicable Accounting Standards in India. A summary of accounting policies, which have been applied consistently, is set out below. The financial statements have also been prepared in accordance with relevant presentational requirement of the Companies Act, 2013.

Basis of Accounting

The financial statements have been prepared under the historical cost convention and on accrual basis and on going concern concept.

Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2016

Fixed Assets

To state Fixed Assets at cost of acquisition inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction/fabrication, related pre–operational expenses form part of the value of the assets capitalized. Expenses capitalized also includes applicable borrowing costs.

To capitalize software where it is expected to provide future enduring economic benefits. Capitalization costs includes license fees. The costs are capitalized in the year in which the relevant software is implemented for use.

Subsequent expenditure related to an item of fixed assets is added to its book value only if increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day—to—day repairs and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de—recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses. An intangible asset is recognized, where it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured.

Depreciation and amortization

No amortization is provided in the Accounts in respect of leasehold land in view of the long term tenure, which is akin to ownership.

Depreciation on Fixed Assets is provided for on Written Down Value Method, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II are used:

PARTICULARS	DEPRECIATION		
Assets constructed on Leased Premises	Over the period of lease Term		
Computer Software	Over a period of Five Years		

Investments

To state current investments at lower of cost and fair value, and long term investments are stated at cost. Where applicable, provision is made where there is a permanent fall in valuation of long term investments.

Inventories

Inventories consisting of Stock of Food and Beverages and Stores & Operating Supplies are valued at cost or net realisable value, whichever is less, after providing for obsolescence & damage.

Cost is arrived at on First in First Out basis. Cost comprises expenditure incurred in normal course of the business in bringing such inventories to its location. Obsolete, slow moving and defective inventories are identified at the time of physical verification of inventories and, where necessary, provision is made for such inventories.

Foreign Currency Transactions

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.
- (b) Monetary items denominated in foreign currencies at the year end are restated at the year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- (c) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the statement of profit and loss account.

Income

Revenue comprises sale of rooms, food and beverages, allied services relating to Hotel operations. Revenue is recognized upon rendering of service. Life time club membership fees treated as income in the year of receipt.

Sale is exclusive of Luxury tax, Sales tax, Service Tax and other taxes. Sales tax under the composition scheme is also excluded.

Revenue from displays and sponsorships are recognized based on the period for which the products or the sponsor's advertisements are promoted/displayed.

In respect of gift vouchers, the income is recognised when the vouchers are redeemed by the customers or on completion of the validity period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

Other income

Dividend is recognised when the right to receive the same is established. Interest income is accounted on accrual basis.

Benefits to Workmen

Employee benefit plans comprise both defined benefit and defined contribution plans.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Actuarial gains/ losses are immediately taken to the statement of profit and loss account and are not deferred.

Provident fund is a defined contribution plan. Each eligible employee and the company make contributions at a percentage of the basic salary specified under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

The Company's contributions are charged to the profit and loss account of the year when the contributions to the respective funds are due. The company has no further obligations under the plan beyond its periodic contributions.

Benefit in terms of workmen demand pending settlement, medical reimbursement and leave travel concession are accounted, when paid and bonus to employees, is provided for on accrual basis. Leave Encashment is determined based on the available leave entitlement at the end of the year.

Taxes of Income

To provide and determine current tax as the amount of tax payable in respect of taxable income for the period.

To provide and recognize deferred tax on timing differences between taxable income and accounting income subject to consideration of prudence.

Not to recognize deferred tax assets on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that there will be sufficient future taxable income available to realize such assets.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Impairment of Assets

Impairment is ascertained at each balance sheet date in respect of company's fixed assets. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value and use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

Accounting for Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized in terms of Accounting Standard 29—"Provisions, Contingent Liabilities and Contingent Assets" issued by The Institute of Chartered Accountant of India, when there is a present legal or statutory obligation as a result of past event where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation can not be made. Obligations are assessed on an ongoing basis and only those having largely probable outflow of resources are provided for.

Contingent Assets are not recognized in the financial statements.

Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are charged to Statement of Profit and Loss over the tenure of the borrowing.

Events occurring after the date of Balance Sheet date

Where material, events occurring after the date of Balance Sheet are considered up to the date of adoption of the accounts.

Accounting for Leases

In respect of operating lease transactions, the assets are not capitalized in the books of the Company and lease payments are charged to the Statement of Profit and Loss Account.

Periodic escalations in the lease rentals are considered as and when the same are effective as per the terms of lease and the same are not straight lined.

In respect of Barbeque Nation Hospitality Itd (Subsidiary), Lease rentals under operating leases are recognized in the Statement of Profit and Loss on a straight line basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2016

Claims

2

To disclose claims against the company not acknowledged as debts after a careful evaluation of the facts and legal aspect of the matter involved.

Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short—term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

SHARE CAPITAL:		(Rs. In Lacs)
AUTHORISED	As at 31st March, 2016	As at 31st March, 2015
30,000,000 Equity Shares of Rs.10/- each	3,000.00	3,000.00
(Previous year 30,000,000 Equity Shares of Rs.10/– each)		
1,000,000 Preference Shares of Rs. 100/– each	1,000.00	1,000.00
(Previous year 1,000,000 Preference Shares of Rs. 100/– each)		
TOTAL	4,000.00	4,000.00
ISSUED		
1,75,18,000 Equity Shares of Rs. 10/- each	1,751.80	1,751.80
(Previous year 1,75,18,000 Equity Shares of Rs. 10/– each)		
1,000,000 10% Cumulative Redeemable Preference Shares of Rs. 10	,	1,000.00
(Previous year 1,000,000 10% Cumulative Redeemable Preference Share	es of Rs. 100/– each)	
TOTAL	2,751.80	2,751.80
SUBSCRIBED & PAID-UP		
1,75,18,000 Equity Shares of Rs. 10/– each	1,751.80	1,751.80
(Previous year 1,75,18,000 Equity Shares of Rs. 10/– each)		
1,000,000 10% Cumulative Redeemable Preference Shares of Rs. 10	0/– each 1,000.00	916.66
(Previous Year 9,16,662 10% Cumulative Redeemable		
Preference Shares of Rs. 100/– each)	0.754.00	0.000.40
TOTAL	2,751.80	2,668.46

Terms/rights attached to equity shares:

- 2.1 The company has only one class of equity shares having a par value of Rs.10/– per share. Each Holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31st March 2016, the amount of per share dividend recognised as distributions to equity shareholders was Rs. Nil (Previous Year Rs.Nil)
- 2.2 Details of Share holders holding more than 5% of Shares of Sayaji Hotels Limited are as under:—

		As at 31st March, 2016		As at 31st March, 2015	
Name	Category	% of Shareholding	No of Shares	% of Shareholding	No of Shares
Late Shri Sajid R. Dhanani*	Promoter	13.90%	2,435,511	13.90%	2,435,511
Raoof Razak Dhanani	Promoter	22.26%	38,98,651	27.24%	4,772,574
Anisha Raoof Dhanani	Promoter	15.09%	2,643,256	15.09%	2,643,256
Ahilya Hotels Limited	Promoter	14.01%	2,455,000	14.01%	2,455,000

^{*(}Share transmission is pending in the name of legal heirs)

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

2.3 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year :-

	As at 31st March,2016		As at 31st March,2016 As		As at 31st Ma	rch,2015
Particulars	Number of Shares Rs. In Lacs		Number of Shares	Rs. In Lacs		
Outstanding at the beginning of the year Add : Fresh issue during the year	1,75,18,000 –	1,751.80 -	1,75,18,000 –	1,751.80 –		
Outstanding at the end of the year	1,75,18,000	1,751.80	1,75,18,000	1,751.80		

(b) Terms/rights attached to preference shares:

- 2.4 That during previous year company had issued 10,00,000, 10% Cumulative Redeemable Preference Shares of Rs. 100/— each at a premium of Rs.50/—each. Out of above, pending 83338 shares were subscribed & paid up during the year under review. (P.Y. 916662 Preference Shares of Rs.100/—each)
- 2.5 That above shares are to be redeemed within five years from the date of issue of same.
- 2.6 That above Preference share holders are having preference over payment of dividend to equity share holders and accordingly arrears of dividends is required to be cleared before payment to Equity Share holders.
- 2.7 Details of Share holders holding more than 5% of 10% Cumulative Preference Shares are as under:—

		As at 31st I	March, 2016	As at 31st N	March, 2015
Name	Category	% of Shareholding	No of Shares	% of Shareholding	No of Shares
Saba Dhanani	Promoter	12.50%	1,25,000	10.91%	99999
Azhar Dhanani	Promoter	12.50%	1,25,000	13.64%	125000
Zuber Yusuf Dhanani	Promoter	12.50%	1,25,000	13.64%	124999
Sadiya Dhanani	Promoter	12.50%	1,25,000	07.27%	66666
Kayum Dhanani	Promoter	12.50%	1,25,000	13.64%	125000
Sara Dhanani	Promoter	12.50%	1,25,000	13.64%	125000
Sanya Dhanani	Promoter	12.50%	1,25,000	13.64%	124999
Suchitra Dhanani	Promoter	12.50%	1,25,000	13.64%	124999

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

2.8 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

	As at 31st M	arch,2016	As at 31st N	larch,2015
Particulars	Number of Shares Rs. In Lacs		Number of Shares	Rs. In Lacs
Outstanding at the beginning of the year Add : Fresh issue during the year	916,662 83,338	916.66 83.34	9,16,662 -	916.66 -
Outstanding at the end of the year	1,000,000	1,000	9,16,662	916.66



RE	SERVES AND SURPLUS :	As at 31 March, 2016 As a	at 31 March, 2015
(a)	Capital Reserve on Consolidation		
	Opening at beginning	_	4,034.66
	Less: Adjustment on account subsidiary becoming an associate.	_	(4,063.10)
Bal	lance Transferred to goodwill on consolidation	_	(28.44)
Ad	dition during the year		-
Clo	osing at end	_	-
(b)	Securities Premium Reserve		
	Opening at beginning	6,402.93	5,944.60
	Addition during the year	41.67	458.33
	Closing at end	6,444.60	6,402.93
(c)	General Reserve		
	Opening at beginning	641.48	641.48
	Addition during the year	-	-
	Utilised during the year	-	-
	Closing at end	641.48	641.48
(d)	Surplus/(Deficit)		
	Opening at beginning	93.93	(989.37)
	Adjustments relating to Fixed Assets (See Note. 11.1)	_	(131.28)
	Adjustments relating to Fixed Assets of Associates	_	(9.58)
	Adjustment on account of change in Minority Interest in Associate	_	(0.29)
	Adjustment on account subsidiary becoming an associate		926.10
		93.93	(204.42)
	Addition during the year	1,163.66	298.35
	Closing at end	1,257.59	93.93
	Total (a+b+c+d)	8,343.67	7,138.34
L0	NG-TERM BORROWINGS :		(Rs. In Lacs)
Se	cured Term Loans	As at 31 March, 2016As a	t 31 March, 2015
	i) From Banks	2,874.36	4,726.13
	ii) From Financial Institutions	1,700.00	1,400.00
	Sub-Total (a)	4,574.36	6,126.13

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

4.1 All Secured loans have been netted from the instalments falling due within twelve months after the reporting date. Breakup of amount due within 12 month and after 12 months and summarized outstanding position as under: (Rs In Lacs)

	As at 31st March, 2016		I	As at 31st Mar	rch, 2015	
From Banks	Total	Current	Non-Current	Total	Current	Non-Current
State Bank of India	3,973.18	1,532.10	2,441.08	5,017.19	1,356.25	3,660.94
Axis Bank Ltd	166.36	130.00	36.36	269.39	121.88	147.51
State Bank of Mysore	783.36	490.00	293.36	1,267.27	484.00	783.27
HDFC Bank Ltd	143.63	68.20	75.43	134.85	66.85	68.00
ICICI Bank	80.67	52.54	28.13	_	_	_
ICICI Bank	500.00	500.00	_	118.95	52.54	66.41
Sub Total (i)	5,647.20	2,772.84	2,874.36	6,807.65	2,081.52	4,726.13
From Financial Institutions						
TFCI	1,800.00	100.00	1,700.00	1,587.50	187.50	1,400.00
MPFC	_			42.09	42.09	_
Sub Total (ii)	1,800.00	100.00	1,700.00	1,629.59	229.59	1,400.00
GRAND TOTAL (i)+(ii)	7,447.20	2,872.84	4,574.36	8,437.24	2,311.11	6,126.13

4.2 Unsecured loans have been netted from the instalments falling due within twelve months after the reporting date. Breakup of amount due within 12 month and after 12 months and summarized outstanding position as under:

(Rs In Lacs)

	As at 31st March, 2016		A	s at 31st Mar	ch, 2015	
From Banks	Total	Current	Non-Current	Total	Current	Non-Current
HDFC Bank Ltd	1.94	1.94	_	_	_	_
Sub Total (i)	1.94	1.94	_	_	_	_
From NBFC				-		
Magma Fincorp Limited	51.90	51.90	_	7.50	7.50	_
Sub Total (ii)	51.90	51.90	_	7.50	7.50	_
GRAND TOTAL (i)+(ii)	53.84	53.84	_	7.50	7.50	_

- 4.3 Secured Term Loan from bank includes term loans outstanding from State Bank of India, Axis Bank Ltd, State Bank of Mysore, HDFC bank Ltd & ICICI Bank Ltd.
 - 4.3.1 Term loans of Sayaji Hotels Ltd. outstanding of State Bank of India are secured by way of mortgage of land & building at Indore, Vadodara & Pune & hypothecation of movables, present & future except stocks of food beverages, operating supplies, stores, spares, book—debts (excluding credit card receivables), bills etc. offered to the bankers for securing the working capital finance. The terms of repayment of all term loans of State Bank of India is on quarterly basis & interest is payable on monthly basis.
 - 4.3.2 Term loan of Malwa Hospitality Pvt. Ltd. outstanding of State Bank of India are secured by way of hypothecation of entire fixed assets of company.
 - 4.3.3 Term loans of Sayaji Hotels Ltd outstanding of Axis Bank Ltd include term loans account. Term loan outstanding is secured by way of first charge on Company's entire fixed assets, present & future, ranking parri passu with other existing term lenders. The term of repayment of both the term loan is on quarterly basis & interest is payable on monthly basis.
 These loans were personally guaranteed by Late Shri Sajid Dhanani, Company is in the process for making alternative

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

- 4.3.4 Term loan of Sayaji Hotels Ltd outstanding of State Bank of Mysore is secured by way of mortgage of land building at Indore, Vadodara & Pune & hypothecation of movables, present & future, except stocks of food beverages, operating supplies, stores, spares, book–debts (excluding credit card receivables), bills etc. The term of repayment of the term loan is on quarterly basis & the interest is payable on monthly basis. These loans were personally guaranteed by Late Shri Sajid Dhanani, Company is in the process for making alternative arrangement for replacement of the personal guarantee.
- 4.3.5 Vehicle of Sayaji Hotels Ltd loans outstanding from HDFC Bank is secured by way of hypothecation of the specific vehicles financed by bank.
- 4.3.6 Vehicle loans Malwa hospitality Pvt. Ltd. outstanding from HDFC Bank is secured by way of hypothecation of the specific vehicles financed by bank.
- 4.4 Secured term loans from Financial Institutions includes term loan outstanding of Tourism Finance Corporation of India Ltd(TFCIL) & Madhya Pradesh Finance Corporation (MPFC).
 - 4.4.1 Term loan of Sayaji Hotels Ltd outstanding from TFCIL is secured on pari–passu basis by way of mortgage of land & building at Indore, Pune & Vadodara & hypothecation of the movables, present & future, except stocks of food beverages, operating supplies, stores, spares, book–debts (excluding credit card receivables), bills etc & by way of pledge of shares belonging to promoters.
 - Mortgage of lease hold right of Amber Garden, Indore along with building Structure thereon and first charge by way of hypothecation of movables of Bhopal Club project.
 - The term of repayment of the term loan is on quarterly basis & the interest is payable on monthly basis, This loan is personally guaranteed by Smt Suchitra Dhanani.
 - 4.4.2 Term loan of Sayaji Hotels Ltd outstanding from MPFC are secured by way of mortgage of land & building at Indore & hypothecation of the movables, present & future, except stocks of food beverages, operating supplies, stores, spares, book–debts (excluding credit card receivables), bills etc bankers for securing the working capital finance. The term of repayment is on quarterly basis & interest is payable on monthly basis.
- 4.5 Loan outstanding from Magma Fincorp Limited is unsecured loan. Repayment is being made on EMI basis. Post dated cheques has been given for all instalments.

 (Rs In Lacs)

			<u> </u>
5	OTHER LONG TERM LIABILITIES :	As at 31st March, 2016	As at 31st March, 2015
	Deposits From Tenants	83.99	7.17
	Others*	2,000.00	2,000.00
	Total	2,083.99	2,007.17

*Payable towards repurchase of land at Indore hotel. This amount is now payable within 7 years. Interest @ 9% p.a is payable on the outstanding amount.

(Rs. In Lacs)

			(1101 111 = 2007)
6	LONG TERM PROVISIONS :	As at 31st March, 2016	As at 31st March, 2015
	Provision for Employee Benefits		
	Provision for Gratuity	239.72	192.27
	Leave Encashment	259.50	212.93
	Total	499.22	405.20

- 6.1 Provision for employee benefits includes provision of Gratuity & leave encashment payable after 12 month.
- 6.2 The Company makes annual contributions to the Employee's Group Gratuity scheme of the SBI Life Insurance Co. Ltd., a funded defined benefit plan for the qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment as per the terms of the scheme. Vesting occurs upon completion of five years of service.
 - 6.2.1 The present value of the defined benefit obligation and current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. The following table sets out the status of the funded gratuity plan and the amounts recognized in the company's financial statements as at March 31, 2016:—

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. in Lacs)

		As at 31st March, 2016	As at 31st March, 2015
Changes in benefit obligations :	(i)		
Present value of obligation as at the beginning of the year		211.98	143.84
Interest Cost		16.75	11.51
Current Service Cost		54.22	44.40
Actuarial (gain)/ loss on obligations		(24.04)	12.23
Curtailment cost		(5.01)	_
Present value of obligation as at the end of the year		253.91	211.98
Change in plan assets :	(ii)		
Fair value of plan assets as at the beginning of the year		9.96	4.58
Expected return on plan assets		0.80	0.41
Contributions		_	5.00
Benefits paid		_	_
Actuarial gain/ (loss) on plan assets		0.06	(0.02
Fair value of plan assets at the end of the year		10.82	9.9
Excess of (obligation over plan assets)/ plan asset over obligation		(243.10)	(202.02
(Accrued liability)/ Prepaid benefit		(243.10)	(202.02
Net Gratuity and other cost at the end of the year	(iii)		
Current Service cost		54.22	44.40
Interest on defined benefit obligation		16.75	11.5 ⁻
Expected return on plan assets		(0.80)	(0.41
Curtailement cost		(5.01)	
Net actuarial gain recognized in the year		(24.09)	12.25
Net gratuity and other cost		41.07	67.75
Actual return on plan asset		0.85	0.57
Category of Assets at the end of the year	(iv)		
Insurer Managed Funds		10.82	9.96
Others		Nil	Ni
Total		10.82	9.96
Assumptions used	(v)		
Discount rate (p.a.)		7.90%	8.00%
Attrition Rate		Variable based on Age	Variable based on Ag
Salary escalation rate (p.a.)		7.00%	7.00%
Expected rate of return on plan assets (p.a.)		8.00%	8.88%

6.3 Leave Encashment:

The provision of leave encashment have been made on outstanding privilege leave of employees at the end of year and calculated on the basis of basic pay of employees. Attrition rate taken same as Actuarial valuation report of gratuity liability.

9

SAYAJI HOTELS LIMITED CONSOLIDATED FINANCIAL STATEMENT

SHORT-TERM BORROWINGS : As at 31s		(Rs. In Lacs As at 31st March, 2015
		710 41 0 101 11141011, 2010
Secured		
Working capital facilities from Banks	490.67	409.32
	490.67	409.32
Unsecured		
Loans From related parties	3,521.48	329.98
Loans From others	305.00	_
	3,826.48	329.98
Grand Total	4,317.15	739.30

7.1 Working capital facilities of Sayaji Hotels Ltd include Cash Credit Facilities from State Bank of India outstanding Rs 411.07 lacs & Axis Bank outstanding Rs 79.60 lacs both of which are secured by first charge by way of hypothecation of stocks of food, beverages, operating supplies, stores, spares, book–debts (excluding credit card receivables), bills etc. of the company and also by way of a second charge on the immovable properties of the company at Indore, Vadodara and Pune.

Cash Credit Facilities from Axis bank Ltd were personally guaranteed by Late Shri Sajid Dhanani, Company is in the process for making alternative arrangement for replacement of the personal guarantee.

7.2 Loans from related parties & others includes loan from directors associates and friends & relatives of directors.

(Rs. In Lacs)

8	TRADE PAYABLES:	As at 31st March, 2016	As at 31st March, 2015
	Trade Payables*	1,200.88	811.11
	Total	1,200.88	811.11

^{*}Trade payables are for goods purchased and services taken during the normal course of business.

- 8.1 The Company has not received information from vendors regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid at the year end together with interest paid/payable under the Act have not been given.
- 8.2 Trade Payable having scheduled payment beyond 12 months after reporting date Rs. Nil (Previous Year Rs. Nil)

OTHER CURRENT LIABILITIES :		(Rs. In Lacs)
Current Maturities of Long-Term Loans	As at 31st March, 2016	As at 31st March, 2015
Secured Term Loans From Banks	2,772.84	2,081.52
From Financial Institutions	100.00	229.59
Total (A)	2,872.84	2,311.11
Unsecured Term Loans		
From Banks	1.94	-
From NBFC	51.90	7.50
Total (B)	53.84	7.50
Others		
Creditors for capital Expenditure	431.22	287.12
Advance received from customers	191.91	278.58
Statutory Dues	203.30	142.47
Book Overdrafts	76.75	_
Others	120.50	159.08
Total (C)	1,023.68	867.25
Interest Accrued but not Due on Borrowings (D)	83.07	13.69
Grand Total (A+B+C+D)	4,033.43	3,199.55

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

- 9.1 Current maturities of term loans from bank includes Principal instalments payable to State Bank of India, Axis Bank Ltd, State Bank of Mysore and to HDFC. Bank wise Current maturity is give under Note no 4.1. Other terms are same as given in Note no 4.3.
- 9.2 Current maturities of term loans from financial institutions includes Principal instalments payable to Tourism Finance Corporation of India Ltd, and Madhya Pradesh Finance Corporation. Financial Institution wise current maturities is given under Note no 4.1 Other terms are same as given in note no 4.4.
- 9.3 Current maturities of term loan from NBFC is of Magma Fincorp Limited. Institution wise current maturities is given under Note no 4.2. Other terms are same as given in note no 4.5.
- 9.4 Statutory dues includes VAT, luxury tax, TDS, service tax & other statutory payables.
- 9.5 Advances received from customer includes advances against future bookings for functions to be held in next 12 Months
- 9.6 Other Current liabilities includes rent payable, interest payable and staff dues.

(Rs. In Lacs)

10. SHORT-TERM PROVISIONS:	As at 31st March, 2016	As at 31st March, 2015
Provision for Employee Benefits		
Provision for Gratuity	3.38	9.75
Leave Encashment	3.54	10.59
Bonus	174.81	119.01
Total (A)	181.73	139.35
Provision for current year Tax	275.13	12.78
Provision for Expenses	257.10	151.18
Total (B)	532.23	163.96
Total (A+B)	713.96	303.31
INTENTIONALLY LEFT BLANK		

Rs. In Lacs)

SAYAJI HOTELS LIMITED CONSOLIDATED FINANCIAL STATEMENT

0.88

3,354.85 15,801,43 (1.81)2,967.22 18,495.08

134.59

52.66

99.19

4.57 483.94 72.05 555.99

520.92 710.46 75.49 768.58

468.34 5,174.49 1,069.11

203.46

2,557,79

6.346.35

1,871.11

Adjustment on account of change in

Disposal

a subsidiary to associate.

At March 31,2015

Charge for the year

Adjustmen Disposals Net Block

ı

0.17

0.71

111.82 (0.38) 271.76

146.02 21.79 10.79

476.46

34.57

101.31 40.38

17.37

119.60 6,124.00

18.58

75.83

2,920.95

381.74

1,232.95 7,503.09

(0.38)

(1.06)416.59

16,596.95 15,337.76

ı

90.79

180.39

150.70

216.90

118.88

1,915.45 1,385.06 Closing

1,958.33 1,705.50 Adjustment

7,311.95

2,294.06

2,668.79 2,668.79

At March 31,2015

At March 31,2016

At March 31,2016

6,856.25 Capitalisation

2,294.06

86.23

1,358.40

357.50

3,076.02

Additions 2,527.87

Opening 2,264.05

Capital work in progress At March 31,2015

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

11. FIXED ASSETS:

131.28 2,467.98 39,173.33 1.05 (1.65)4,881.72 11,652.92 32,398.37 1,799.09 353.87 33,832.84 16.559.56 (2.71)Total 134.59 134.59 134.59 INTANGIBLE ASSETS Goodwill Software & 152.48 0.94 32.86 23.19 156.80 125.37 35.16 52.67 133.61 3.58 0.37 Licence 450.86 609.89 91.13 507.38 42.50 13.33 (0.94)192.70 656.85 51.96 (3.13)195.10 (0.37)Computer 398.91 625.98 (0.93)96.22 20.43 700.84 5.85 706.69 4.16 (0.78)86.22 Vehicle 1,112.65 3,056.23 0.20 81.73 829.34 46.55 21.08 110.62 854.81 8.28 Equipment 2,308.42 Service TANGIBLE ASSETS Furniture and Fixture 8,384.36 0.85 542.83 37.14 1,089.43 1,440.27 7,089.94 7,509.06 4,516.97 2,733.84 123.71 Plant and Equipment 141.13 ,134.34 64.79 5,015.57 (4.42)26.75 4,626.45 2,291.33 (1.36)406.49 4,516.12 (4.05),629.37 0.49 22.10 11,672.59 2.64 844.44 139.83 5,657.76 688.10 2,005.17 13,658.30 (3.57)14,359.34 Buildings Leasehold Land & Improvements 1.871.11 6,852.85 2,294.06 I ı 2,294.06 4,558.79 2,668.79 2,668.79 2,668.79 Freehold Adjustment on account of Subsidiary **Gross Block At Cost** Adjustment (Note 11.1) becoming an associate. Charge for the year At March 31,2015 At March 31,2016 Depreciation At April 1,2014 At April 1,201 Adjustment Adjustment Adjustment Addition Addition Disposal

At March 31,2016	1,358.40	2,866.31	61.62	I	4,163.09
Goodwill on Consolidation	Opening O	Additio	Additions as per contra in		Closing
4t March 31,2015	I		ı		28.44
At March 31,2016	28.44		ı		28.44

During the previous year, pursuant to enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy of Depreciation. Accordingly the unamortised carrying value is being 'depreciated' amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014, have been adjusted in the opening balance of Profit and Loss Account amounting to Rs. 131.28 Lacs.



education cess.

SAYAJI HOTELS LIMITED CONSOLIDATED FINANCIAL STATEMENT

10	MOI	M CUDDENT INVESTMENTS . As	at 31st March,2016	As at 31st March,2015	As at 31st March,201	(Rs. In Lacs) 6 As at 31st March,2015
12.		_	at 318t Warch,2010	AS at 31St Marcii,2013	AS at 3 1St March, 201	O AS AL STSL MARCH, 2013
	Α	Trade Investments (Unquoted At Cost)				
		Barbeque–Nation Hospitality Ltd. 6310558 Equity Shares of Rs.10/–each fully paid-	631.06 -up	631.06	-	_
		Add :- Accumulated Share in Profit/(Loss) at the beginning of the year	828.37	76.83	-	-
		Add :-Profit earned during the year	390.31	761.41	-	-
		Less :- Opening Share in depreciation, net of deferred tax	_	(9.58)	_	_
		Less :- opening Adjustment on account of	_	(0.29)		
		change in Minority Interest		<u> </u>	1,849.74	1,459.43
		Genex Hotels Pvt. Ltd. 5000 Equity Shares of Rs.10/–fully paid up			0.50	0.50
		Winner Hotels Pvt. Ltd 2300 Equity Shares of Rs.10/–fully paid up			0.23	0.23
		Excellent Estate Developers Pvt Ltd 65000 Equity Shares of Rs.10/–fully paid up			6.50	6.50
		Ahilya Hotels Ltd 276185 Equity Shares of Rs.10/–fully paid up			110.47	110.47
		Sub-Total (A)			1,967.44	1,577.13
	В	Other Investments (Unquoted at Market Value)				
		Bharat Equity Services Ltd. 1,00,000 Equity Shares of Rs.10 each fully pa	id up		10.00	10.00
		(–) Provision for Diminution in value of invest	ment		(9.90)	(9.90)
		Sub-Total (B)			0.10	0.10
		Total (A+B)			1,967.54	1,577.23
12	DEI	CEDDED TAY ASSETS .				(Rs. In Lacs)
13		FERRED TAX ASSETS :		As at 31st I	March,2016 As	at 31st March,2015
	On	account of Timing Difference in				
		Expenses Disallowed under I.T. Act., 1961			149.42	165.12
		Depreciation on fixed assets			1,232.90	582.85
	Tota	al Deferred Tax Assets		1	1,382.32	747.97
	Tota	al Deferred Tax Liabilities				
	Net	Deferred Tax(Liability)/Assets*			1,382.32	747.97



NOT	$\overline{ ext{ES}}$ to consolidated financial statements for the year ended 31 $^{ ext{s}}$ marc	CH, 2016	
			(Rs. In Lacs)
14	LONG -TERM LOANS AND ADVANCES :	As at 31st March,2016	As at 31st March,2015
	(Unsecured and Considered Good)		
	Security Deposits*	1,063.76	1,029.49
	Advance to suppliers for Capital goods	24.39	28.11
	Loans & Advances to related parties	430.92	429.86
	Other Loans & Advances	-	0.97
	TOTAL	1,519.07	1,488.43
	*Security Deposits includes balances with statutory Authority , electricity deposits & lease rel	nt deposits.	
	All the above loans & advances have been given for business purpose.		
			(Rs. In Lacs)
15	OTHER NON-CURRENT ASSETS:	As at 31st March,2016	As at 31st March,2015
	(Unsecured and Considered Good)	0.10	40.00
	Fixed Deposits Against lien & Bank Guarantee*	3.10	18.39
	*Maturing after 12 months	3.10	18.39
16	INVENTORIES:		(Rs. In Lacs)
	(Valued at lower of cost or NRV whichever is less &	As at 31st March,2016	As at 31st March,2015
	certified by management)		
	Operating Supplies	1,413.06	1,138.51
	Food & Beverages	153.83	235.89
	Shopping Arcade Stock	42.54	42.54
	TOTAL	1,609.43	1,416.94
17			
	TRADE RECEIVABLES:		(Rs. In Lacs)
	TRADE RECEIVABLES : (Unsecured)	As at 31st March,2016	(Rs. In Lacs) As at 31st March,2015
	(Unsecured) Outstanding for a period exceeding six months from the due date of paym	nent	As at 31st March,2015
	(Unsecured) Outstanding for a period exceeding six months from the due date of paym Considered Good		As at 31st March,2015 216.40
	(Unsecured) Outstanding for a period exceeding six months from the due date of paym Considered Good Doubtful	83.03 	As at 31st March,2015 216.40 14.71
	(Unsecured) Outstanding for a period exceeding six months from the due date of payment Considered Good Doubtful Others	83.03 — 83.03	As at 31st March,2015 216.40 14.71 231.11
	(Unsecured) Outstanding for a period exceeding six months from the due date of paym Considered Good Doubtful	83.03 — 83.03 867.37	As at 31st March,2015 216.40 14.71 231.11 580.29
	(Unsecured) Outstanding for a period exceeding six months from the due date of payment Considered Good Doubtful Others	83.03 — 83.03	As at 31st March,2015 216.40 14.71 231.11
	(Unsecured) Outstanding for a period exceeding six months from the due date of payment Considered Good Doubtful Others Considered good	83.03 — 83.03 867.37	As at 31st March,2015 216.40 14.71 231.11 580.29 811.40



13.05.2016.

SAYAJI HOTELS LIMITED CONSOLIDATED FINANCIAL STATEMENT

18	CASH & CASH EQUIVALENTS :		(Rs. In Lacs)
	Cash & Cash Equivalents	As at 31st March,2016	As at 31st March,2015
	Cash in Hand	35.26	32.83
	Balances with Bank		
	Current Accounts:		
	With Scheduled Bank	60.02	67.59
	On deposit accounts		
	With Scheduled Bank	-	-
	Other Bank Balances		
	Fixed Deposits Against lien	518.92	_
	Balances held as security against guarantees	_	_
	With original Maturity of more than 12 months		
	Fixed Deposits Against lien	3.10	18.39
			110.01
		617.30	118.81
	Less: Term deposit with banks maturing after 12 months from Balance sheet		
	date & other earmarked/margin money/pledged deposits classified as		
	non current.(Refer Note 15)	3.10	18.39
	TOTAL	614.20	100.42
			(Rs. In Lacs)
19	SHORT TERM LOANS & ADVANCES :	As at 31st March,2016	As at 31st March,2015
	Loans & Advances to related parties		17.62
	Advance to suppliers for goods & services*	112.40	75.99
	Prepaid Expenses	105.50	39.56
	Staff Advances & Loan	16.43	10.28
	Advance Income Tax	10.81	3.96
	Balance with Govt. authorities	256.56	226.63
	Others	141.85	60.67
	Less: Provision for doubtful advances	-	(40.90)
		643.55	202.04
	TOTAL	040.00	393.81
	TOTAL		393.81
	*Advances to suppliers for goods & services includes advances against purch		eceivable in kind in next
		nases & services which is r	eceivable in kind in next (Rs. In Lacs)
20	*Advances to suppliers for goods & services includes advances against purch		eceivable in kind in next
20	*Advances to suppliers for goods & services includes advances against purch 12 Months & are for business purpose.	nases & services which is r	eceivable in kind in next (Rs. In Lacs)
20	*Advances to suppliers for goods & services includes advances against purch 12 Months & are for business purpose. OTHER CURRENT ASSETS:	As at 31st March,2016	eceivable in kind in next (Rs. In Lacs)
20	*Advances to suppliers for goods & services includes advances against purch 12 Months & are for business purpose. OTHER CURRENT ASSETS: Interest Accrued on Deposit & investments	As at 31st March,2016	eceivable in kind in next (Rs. In Lacs)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. In Lacs)

21. Revenue From Operations :	For the year ended 31st March,2016	For the year ended 31st March,2015
Rooms	5,976.06	4,940.46
Food and Beverages	10,617.05	8,266.92
Other Services	1,459.44	1,077.45
TOTAL	18,052.55	14,284.83

Revenue from others services includes income from club, rental income and income from banquet service etc.

(Rs. In Lacs)

22. Other Income :	For the year ended 31st March,2016	For the year ended 31st March,2015
Interest Earned*	40.09	38.86
Other Non –Operating Income	32.19	7.79
Excess Inventory Found on Physical Verification	-	24.86
Excess/(Short) Provision of Earlery Year	4.35	64.70
Dividend income from current investments	94.66	_
TOTAL	171.29	136.21

^{*}Includes interest on Bank deposits Rs. 1.14 Lacs (PY 5.34 Lacs) & on loans & advances Rs. 38.95 Lacs (PY 33.52 Lacs)

(Rs. In Lacs)

		For the year ended 31st March,2016	For the year ended 31st March,2015
23. Food & F	Beverages Consumed :		
Оре	ening Stock	235.89	178.82
Add	d : Purchases*	4,270.77	3,764.96
		4,506.66	3,943.78
Les	ss : Closing Stock	153.83	235.89
TOTAL		4,352.83	3,707.89

^{*}Includes vegetable & non-vegetable items, grocery items, dairy products, tobacco products, alcoholic & non-alcoholic beverages etc.

^{*} Net of Expenses capitalised of Rs. Nil Lacs (P.Y. Rs. 13.73)

	For the year ended 31	lst March,2016	For the year ended 31st March,2015	
	Consump	tion	Consumption	n
	Rs. In Lacs	%	Rs. In Lacs	%
Imported	11.16	0.26%	7.59	0.20%
Indigeneous	4,341.67	99.74%	3,700.30	99.80%
TOTAL	4,352.83	100.00%	3,707.89	100.00%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. in Lacs)

24.	Operating Expenses **	For the year ended 31st March,2016	For the year ended 31st March,2015
	Stores & Operating Supplies*	717.74	621.32
	Repairs & Maintenance		
	Building	136.55	87.92
	Plant & Machinery	110.04	113.33
	Others	148.16	137.10
	Laundry Expenses	233.47	179.63
	Guest pick up Expenses	302.90	296.67
	Cable TV Expenses	38.28	66.14
	Other Operating Expenses#	1,216.25	913.83
	Power and Fuel	1,418.16	1,283.92
	GRAND TOTAL	4,321.55	3,699.86

^{*}Stores & operating supplies includes crockery & cutlery, linen & other consumables etc.

#Other Operating Expenses includes party and function expenses, laundry expenses, guest pick up expenses & cable tv expenses etc.

^{**} Net of Expenses capitalised of Rs. 32.67 Lacs (P.Y. Rs. 27.30 lacs)

	For the year ended 31st March,2016 Consumption		For the year ended 31st March,2015 Consumption	
	Rs. in Lacs	%	Rs. in Lacs	%
Imported	58.54	8.16%	7.12	1.15%
Indigeneous	659.20	91.84%	614.20	98.85%
TOTAL	717.74	100%	621.32	100%

(Rs. in Lacs)

25.	Employee Benefit Expenses* :	For the year ended 31st March,2016	For the year ended 31st March,2015
	Salaries, Wages and Allowances	3,638.26	2,708.19
	Contribution to P.F. and other Funds	336.50	261.93
	Workmen and Staff Welfare Expenses	65.81	58.10
	Workmen and Staff Uniform Expenses	150.16	108.58
	TOTAL	4,190.73	3,136.80

^{*}Net of Expenses capitalised of Rs. 14.85 Lacs (P.Y. Rs. 96.69)





NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. In Lacs)

26. Other Expenses*	For the year ended 31st March,2016	For the year ended 31st March,2015
Lease Rent	526.01	287.02
Amortisation of lease deposit	5.76	4.32
Brand Royalty	59.06	98.26
Rent	0.19	1.70
Rates & Taxes	176.27	126.39
Insurance	26.21	22.62
Travelling and Conveyance	75.90	49.94
Postage, Telegram and Telephones	65.18	49.60
Advertisement and Publicity	81.14	80.00
Legal & Professional	174.48	143.15
Printing and Stationery	58.10	47.15
Credit Card Commission	93.03	99.53
Other Expenses	151.21	96.17
Audit Fees		
Statutory audit	6.10	4.50
Certification other matters	1.00	0.75
Prior Period Exp.	(2.40)	(1.62)
Bad Debts W/off	48.36	0.08
Sundry Balances W/off	(21.98)	(59.74)
Loss On Disposal/Retirement Of Assets	4.02	· ,
Total	1,527.64	1,049.82

^{*}Net of Expenses capitalised of Rs. 135.26 Lacs (P.Y. Rs. 58.94 lacs)

(Rs. In Lacs)

Provision for doubtful debts	For the year ended 31st March,2016	For the year ended 31st March,2015	
Opening Balance	14.71	133.25	
Add: Provision during the year	_	_	
	14.71	133.25	
Less: Bad debts written off	14.71	118.54	
Closing Balance		14.71	

INTENTIONALLY LEFT BLANK

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. In Lacs)

27.	Finance Cost* :	For the year ended 31st March,2016	For the year ended 31st March,2015
	Interest on term Loan	774.05	965.75
	Interest on Others	544.07	328.70
	Other expenses	33.27	5.00
	Other borrowing cost	152.89	9.58
	Total	1,504.28	1,309.03

Interest expense includes interest paid on term loans & vehicle loans. Interest on others includes interest on credit facilities. Other expenses includes bank charges. Other borrowing cost includes processing fees & upfront fees of loans.

* Net of Expenses capitalised of Rs. 42.61 Lacs (P.Y. Rs. 33.17)

(Rs. In Lacs)

28.	Exceptional item of Sayaji Hotels Ltd includes :	For the year ended 31st March,2016	31st March,2015
	Profit on sale of assets & intangible rights of Restaurant*	1,146.85	_
	Total	1,146.85	_

*Profit on sale of assets & intangible rights of Restaurant in Pune run by the Company in the brand name of Barbeque Nations to M/s. Barbeque Nations Hospitality Ltd, an associate Company. (Rs. In Lacs)

Provision for doubtful Advances	For the year ended 31st March,2016	For the year ended 31st March,2015
Opening Balance	40.90	40.90
Add: Provision during the year		
	40.90	40.90
Less: Bad debts written off	40.90	_
Closing Balance	_	40.90

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

Additional Disclosures

29.1 Contingent liability not provided for:

- 29.1.1. Guarantee given on behalf of other companies Rs 6873.60 lacs (P.Y Rs 6873.60 lacs). This includes Guarantee given to State Bank of India on Behalf of Barbeque–Nation Hospitality Ltd amounting Rs 4,000 lacs (P.Y 4000 lacs), guarantee given to Axis Bank Ltd on Behalf of Sana Hospitality Services Pvt .Ltd amounting to Rs 421.82 lacs (P.Y Rs 421.82 lacs), guarantee given to State bank of India on Behalf of Malwa Hospitality Pvt .Ltd amounting to Rs.2400 lacs (P.Y. 2400 lacs) & HDFC Bank Ltd RS.51.78 lacs (P.Y. 51.78 lacs) Outstanding balance of loan there against for the year ended 31st March, 2016 from SBI is Rs 4177.51 lacs (P.Y 4767.09 Lacs) ,Axis Bank Ltd is Rs 167.86 Lacs (P.Y 212.51 Lacs) and from HDFC bank Ltd. RS 33.31 lacs (P.Y. 45.08 lacs)
- 29.1.2. Disputed statutory liabilities in respect of service tax not provided for:
 - (a) In Respect of indore hotel, for the period from 01.03.05 to 31.03.09 the Hon'ble Tribunal has passed the order against the Company after giving the benefit of abatement and waiver of penalty imposed in the order passed by Learned Commissioner. Tax demand of Rs 175.01 lacs is pending as per the Tribunal's order Company has challenged said order before Indore bench of Hon'ble High Court of MP and got interim stay of the demand. Interest liability will also arise in case of unfavorable decision. (P.Y. Rs.175.01 Lacs)
 - (b) In Respect of Indore hotel, for the period from 01.04.09 to 31.03.11 the Commissioner has passed the order against the Company without even considering the benefit given by the Hon'ble Tribunal in its prior order. Tax demand of Rs. 400.37 lacs has been raised alongwith equal amount of penalty. Company has challenged said order before Hon'ble Tribunal & got unconditional stay on merits for the entire demand Had the benefit of abatement & waiver of penalty given by the Hon'ble Tribunal in its prior order been considered by the Learned Commissioner, the demand would have been reduced to Rs. 139.97 lacs. Interest liability will also arise in case of unfavorable decision. (P.Y. Rs. 400.37 Lacs)
 - (c) In Respect of indore hotel for the period from 01.04.11 to 30.06.12 the Commissioner has issued show cause against the Company without even considering the benefit given by the Hon'ble Tribunal in their prior order. Tax demand of Rs 269.27 lacs has been raised alongwith equal amount of penalty Company has challenged said order before Hon'ble Tribunal. Had the benefit of abatement & waiver by of penalty given the Hon'ble Tribunal in their prior order been considered by the Learned Commissioner, the demand would have been reduced to Rs. 127.98 lacs. Interest liability will also arise in case of unfavorable decision. (P.Y. Rs.269.27 lacs)
 - (d) In Respect of Pune hotel for the period from 01.04.09 to 30.06.12 Commissioner has passed an order against the company and raised a tax demand of Rs.39.27 lacs, company has filed an appeal before commissioner (Appeal), which is yet to be decided. Interest liability will also arise in case of unfavorable decision. (P.Y. Rs. 39.27 Lacs)
- 29.1.3. Custom duties saved against imports under EPCG scheme is Rs 504.23 lacs (P.Y Rs 594.13 lacs)
- 29.1.4. Disputed liability of Rs 131.30 lacs not provided for in respect of Income Tax (AY 2007–08, AY 2008–09, AY 2009–10, AY 2010–11, AY 2012–13). The matters are pending before Income tax Appellate Tribunal, Ahmedabad. (P.Y Rs. 131.30 lacs). And Amount paid there against Rs. 131.30 Lacs.
- 29.1.5. Disputed liability of Rs 1.02 lacs not provided for in respect of TDS (AY 2010–11, AY 2011–12 & AY 2012–13). The matter is pending before CIT, Pune. (P.Y. Rs. 1.02 lacs)
- 29.1.6. Disputed liability of Rs 83.55 lacs not provided for in respect of Commercial tax (FY 2011–12 & 2012–13). The matters are pending before Commissioner Appeal Commercial tax, Indore. (P.Y. Rs. 83.55 Lacs)
- 29.1.7. Disputed liability of Rs 0.56 lacs not provided for in respect of Commercial tax (FY2010–11). The matter is pending before Appellate Tribunal Commercial tax, Indore. (P.Y. Rs. 0.56 Lacs)
- 29.1.8. Disputed liability of Rs 32.70 lacs not provided for in respect penalty of Property tax demand (FY2015–16). The application is pending before Mayor–In–Council Indore Municipal Corporation Indore. (P.Y. Rs. Nil)
- 29.1.9 Arrears of Cummulative Dividend on Preference Shares & Income Tax Thereon, not paid during the year Rs.118.42 Lacs (P.Y. Rs.27.53).
- 29.1.10 In respect of the leasehold land of Indore hotel, Company has received notice on 05.03.2016 from the Lessor i.e. Indore Development Authority (IDA) for cancellation of the lease for the entire land. It is to inform that company has constructed few shops in their Indore hotel and the same shops has been sold to various parties. IDA has raised an objection that the said activity is not permissible under the terms of lease agreement and has issued show cause notice as to why the lease may not be cancelled. Company is duly representing the matter before IDA on various grounds and is hopeful that the matter will be resolved. As an abundant precaution, company has also started the process of purchasing the shops back and five shops have been purchased till 31.03.2016. In similar other matter, IDA has accepted the rectification through repurchase of property and hence company expects the same view in this matter also.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

29.2 Capital Commitments

Estimated capital commitments not provided for Rs. Nil (PY 82.73 lacs)

29.3 The Company has not received information from vendors regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and accordingly disclosure regarding to amount paid/Payable at the year end together with interest paid/payable under the Act have not been given.

29.4 Segment Reporting:

The Company's only business being hoteliering, disclosure of segment—wise information is not applicable under Accounting Standard 17 – 'Segmental Information' (AS–17) notified by the Companies (Accounting Standards) Rules, 2006 (as amended). There is no geographical segment to be reported since all the operations are undertaken in India.

29.5 Impairment of Assets:

That the Board of Directors, is of the opinion that the discounted net future generation from the Assets in use & shown in the schedule of Fixed Assets, is more than the carrying amount of Fixed Assets in Balance Sheet, as such, no provision for Impairment of Assets is required to be made in terms of the requirement of Accounting Standard (AS–28) "Impairment of Assets" issued by the Institute of Chartered Accountants of India for the year ended 31st March'2016.

- 29.6 In the opinion of Board of Directors, value of long term trade investment in shares of subsidiary companies & others have the value at which they are stated in the Balance Sheet, further to informed that investment made is in the nature of trade investment. in view of above no provision is required to made for any temporarily in the value of investment.
- 29.7 In the opinion of Board of Directors, Current Assets, Loans & Advances have the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business. Further, Directors are of the opinion that all the liabilities have been duly reflected in the Balance Sheet and nothing is remained to be disclosed for. Confirmation letters to all Sundry Debtors & Creditors have been sent and those parties whose reply have been received are reconciled and confirmed.
- 29.8 In the opinion of Board of Directors there exists adequate accounting & internal control system designed to prevent and detect fraud or errors and in the opinion of Board of Directors that any uncorrected misstatements resulting from either fraud or errors are in the managements opinion immaterial both individually & aggregate in the Financial statements.

29.9 Details of Related Party Disclosure:

i) Key Management Personnel

Mr. Raoof Razak Dhanani (Managing Director) Mrs. Suchitra Sajid Dhanani, (Whole Time Director)

Mr. Kayum Dhanani (Director)
Mr. Rizwan R Shaikh (Director)
Mr. Mohan Kumar (Director)

Mr. Sandesh Khandelwal (Chief financial officer)
Mr. Amit Sarraf (Company Secretary)

ii) Associate Companies/ Firms/ Relatives

S S Management

S.N. Travels

Taurus Corium Impex Pvt Ltd

Barbeque-Nation HospitalityLimited

Winner Hotels Pvt Ltd

Trans Agro India Pvt Ltd

A.R. Hospitality Pvt .Ltd.

Tungabhadra furtilizer &chemical Ltd

Sara Soule Private Limited

Zuber Y Dhanani

Azher Y Dhanani

SabaR Dhanani

Sadiya R Dhanani

Sara K Dhanani

SanyaS Dhanani

Rizwan R Sheikh

Yusuf Dhanani

Varsha Khandelwal

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rs. In Lacs)

Sr.No.	Nature of Transactions	As at 31st March, 2016	As at 31st March, 2015
A	KEY MANAGEMENT PERSONNEL		
	REMUNERATION	78.96	55.19
	ISSUE OF PREFERENCE SHARE (INCLUDING PREMIUM)	-	375.00
	PAYMENT OF INTEREST	230.49	70.36
	PAYABLE AT THE YEAR END	1,931.89	300.00
В.	SUBSIDIARY COMPANIES		
	INVESTMENTS MADE DURING THE YEAR	637.50	140.00
C.	ENTITY IN WHICH KMP / RELATIVES OF KMP CAN EXERCISE SIGNIFICANT INFLUENCE		
	GUEST PICK UP EXPENSES	42.02	40.69
	RECEIVABLE AT THE YEAR END	0.16	0.16
	PAYABLE AT THE YEAR END	1,613.31	92.93
	SALE OF RESTAURANT	1,238.00	_
	PAYMENT OF ROYALTY & SERVICE CHARGE ON LIQUOR	135.72	_
	LEASE RENT RECEIVED	17.00	_
	INVESTMENTS	_	26.06
	SALE TRANSACTION	_	3.11
	PAYMENT OF ROYALTY	_	97.88
	PAYMENT OF INTEREST	86.72	87.93
	INVESTMENTS SOLD DURING THE YEAR	631.06	_
	ISSUE OF PREFERENCE SHARE (INCLUDING PREMIUM)	125.00	1,000.00
	PAYMENT OF HOUSEKEEPING SERVICES	1.57	_
	PAYMENT OF PROFESSIONAL FEE	14.00	9.00

(Rs. In Lacs)

29.10 Earning/(Loss) pe	r snare (EPS)	is calculated	as under :
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a) Numerator:

Net Profit after tax as per Statement of Profit & Loss Preference Dividend & Income Tax Thereon (Including Arrears of Earlier Years) Net Profit/(Loss) attributable to equity share holders

b) Denominator:

Number of Equity shares Weighted average number of equity shares outstanding during the year

c) Nominal value of Equity Shares (in Rs.)

d) Earning/(Loss) per share

As at 31st March, 2016	As at 31st March, 2015
1,163.66	298.35
118.42	27.53
1,045.24	270.82
17,518,000.00	17,518,000.00
17,518,000.00	17,518,000.00
10/-	10/–
5.97	1.55

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

29.11 Earnings in Foreign Currency :
29.11.1 Earnings in Foreign Currency

(Rs. In Lacs)

29.11.1 Earnings in Foreign Currency

Sale of Rooms and Food Beverages

As at 31st March, 2016 As at 31st March, 2015

828.82

789.81

29.11.2 CIF Value of imports & Expenditure (on accrual basis)

Import Value of Capital Goods and expenditure – 182.81
Import Value of Non–Capital Goods – 295.06

29.12 Derivative Instruments

The details in respect of outstanding foreign exchange forward contracts are as follows:

 PARTICULARS
 As at 31st March, 2016
 As at 31st March, 2015

 In USD (In Lacs)
 55.63
 —

 Rupees in Lacs
 5,789.54
 —

As of 31st March, 2016 and 31st March, 2015, there were no net foreign currency exposures that were not hedged by a derivative instruments or otherwise.

29.13 The company has reclassified previous year figures to confirm to this years classification.

As per our report of even date attached

For and on behalf of the Board of Directors

For K.L.Vyas & Company Chartered Accountants Firm Regn. No. 003289C

T.N Unni Raoof Razak Dhanani Director Managing Director

K.L.Vyas Partner M.No. 072043 Indore, 06th August, 2016

Sandesh Khandelwal Chief Financial Officer

Amit Sarraf Company Secretary





SAYAJI HOTELS LIMITED

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SAYAJI HOTELS LIMITED

FORM No. MGT-11

Proxy Form

I	CIN: Name	L51100GJ1982PLC005131 e of the Company: Sayaji Hotels Limited		ıles, 2014]
	Na Re E-	stered Office: Kala Ghoda, Sayaji Gunj, Opp to Rajshrume of the member(s): gistered Address: mail Id: lio No/Client Id: P ID:	ee Taikies, Vauouara– 390005, Gujarat	
	I/W	/e being the Member(s) of	_shares of the above named Company, hereby	appoint
İ	1. 1	Name:	3. Name:	
-		Address:	Address:	
į		E–mail ID:	E-mail ID:	
ł	9	Signature, or failing him	Signature	
1				
Ш	2. [Name:		
TEAR HER	-	Address: E-mail ID:		
Ï		Signature, or failing him		
Ä	,	Signature, or failing filling		
1 1 1 1	the Sa the	my/our proxy to attend and vote (on a poll) for me/us and on re Company, to be held on the 29th day of September 2016 a ayaji Hotel, Opp. Rajshree Talkies, Near Kala Ghoda, Sayajereof in respect of such resolutions as are indicated below:	t 3.00 p.m. at its registered office of the Company	y situated at
į	0	RDINARY RESOLUTION:		
		(a) Consideration and Adoption of the standalone financia 2016 and reports of Board of Directors and Auditors ti		31st march
1		 (b) Consideration and adoption of Consolidated Financi report on Auditors thereon 	al Statement for the year ended on 31st march	n2016 and
 	2.	Appointment of director in place of Mrs. Suchitra Dhanani (seeks re-appointment.	DIN- 00712187), who retires by rotation and, beir	ng eligible,
!	3. Ratification of appointment of M/s K.L. Vyas & Co. Chartered Accountants (Firm Regn. No.003289C) as Auditors of the Company and fix their remuneration.			
$ \cdot $	SP	PECIAL BUSINESS:		
1	4.	Appointment of Mr. Raoof Razak Dhanani (DIN-0017465 October, 2015.	(4) as the managing Director of the Company	w.e.f. 05th
-	Sig	gned this day of		Affix 1 Rs.
	Sig	gnature of shareholder		Revenue Stamp
į	Sig	gnature of Proxy holder(s)		

(119

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

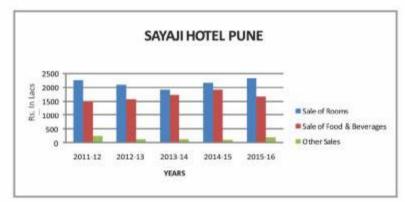


SAYAJI HOTELS LIMITED

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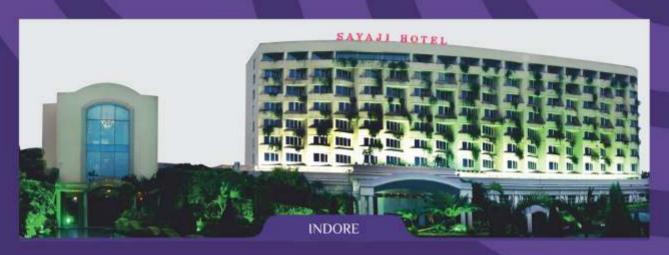
Sale Report





















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SAYAJI HOTELS LIMITED

H/1, Scheme No. 54, Vijay Nagar, Indore-452010 Madhya Pradesh.