

## RELIABLE VENTURES INDIA LIMITED

Regd Office: "Reliable House", A-6, Koh-e-fiza, Indore Road, Bhopal-462001

Phone : 0755-2539592: Fax 07552540442:CIN :L22354MP1992PLC007295

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting of the members of Reliable Ventures India Limited will be held on Wednesday, the 30th day of September, 2015 at 4.30 PM at the registered office of the Company at "Reliable House", A-6, Koh-e-fiza, Indore Road, Bhopal – 462001 , Madhya Pradesh to transact the following business:

### Ordinary Business:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. Shankar Narayanan (DIN 00021561), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Parekh Shah & Lodha, a Mumbai based firm of Chartered Accountants having Registration No.107487W operating from 31-E, BKC Center, Laxmi Industrial Estate, New Link Road, Andheri(West),Mumbai-400053, be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 22nd Annual General Meeting (AGM) till and up to the conclusion of the 27th AGM of the Company subject to ratification of appointment at every AGM,

at such remuneration plus service tax and such out-of-pocket, expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### Special Business:

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with the Companies ( Appointment and Qualification of Directors) Rules 2014, including any statutory modification or re-enactment thereof for the time being in force , Ms. Sanober Bano ( DIN 07139513) - who was appointed by the Board of Directors under Section 161(1) of the Companies Act 2013 as an Additional Director of the Company with effect from 30th day of March, 2015, and who holds the said office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director- be and is hereby appointment as Director of the Company liable to retire by rotation"

5. **To consider and, if thought fit, to pass, with or without modification, following resolutions as Ordinary Resolutions :**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Articles of Association of

the Company and such other approvals as may be required and such modifications and conditions, if any, the consent of Members be and is hereby accorded for the re-appointment of Mr. S. Shankar Narayanan (DIN: 00021561) as a Whole-time Director, designated as Executive Director of the Company, for a period of 11 months and 15 days effective from 1st day of January 2015 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting”

“**RESOLVED FURTHER** that in the event of absence or inadequacy of profit in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to compliance of provisions of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof as in force from time to time.”

“**RESOLVED FURTHER** that the Board of Directors/ Nomination and Remuneration Committee of Directors be and is hereby authorized to alter and vary the aforesaid terms as to remuneration (including perquisites) within the ceiling limits in that behalf as laid down in schedule V to the Companies Act, 2013 as in force from time to time.”

“**RESOLVED FURTHER** that for the purpose of giving effect to these resolutions, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.”

By order of the Board

For Reliable Ventures India Limited

RAJENDRA MALPANI

EXECUTIVE DIRECTOR

Bhopal: 24/8//2015

Notes:

1. The relative Statements of material facts pursuant to section 102 of the Companies Act, 2013 concerning the special business proposed to be transacted under Item Nos. 4 and 5 of the Notice is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting
3. M/ Sharex Dynamic (India) Pvt. Ltd. having its registered office at Unit NO.1, Luthra Industrial Premises, Andheri, Kurla Road, Safed Pool, Andheri (East) Mumbai- 400072, are the Registrar and Share Transfer Agents of the Company and undertakes the share registry jobs of the company.
4. The Company has established connectivity with both the Depositories namely CDSL and NSDL Mumbai and the ISIN allotted to; the security of the company is INE419HO1019. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to

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eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar for assistance in this regard

5. The Register of Members and Transfer Books of the Company will be closed from Thursday, the 24th day of Sept 2015 to Wednesday, the 30th day of Sept. 2015, both days inclusive.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Registrar the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members desiring any information relating to Annual Accounts are requested to write of the Company atleast 10 days before the meeting to enable the company to keep the information ready at the meeting.
9. In terms of Section 134 of the Companies Act, 2013 and Rule 11(a) of the Companies (Accounts) Rules, 2014, financial statements are being sent through electronic mode to such Members whose shareholding is in dematerialized format and whose email Addresses are registered with Depository and / or the Company, unless the members have specifically requested for a hardcopy of the same. For Members who have not registered their email addresses, hard copies of the Annual Reports will be sent to them by permitted mode..
10. In term of Clause 35(B(ii) of the Listing Agreement in order to enable those shareholders, who do not have access to e-voting facility, to send their assent or dissent in writing on a postal ballot as per the provisions of the Companies (Management and Administration) Rules, 2014 or amendments made Thereto, a Ballot Form is annexed. A member desiring to exercise vote by Ballot shall complete the annexed Ballot Form with assent (for) or dissent (against) and send it to Ms. Neeta H. Desai, Membership No.FCS6232, Practicing Company Secretary, Mumbai, so as to reach the same to them on or before 29th Sept. 2015. Any Ballot received thereafter shall be treated as if the reply from the member has not been received. The members who have cast their vote to the meeting by e-voting / physical ballot shall not be entitled to vote again at the Annual General Meeting. Once the vote is cast by a member, he shall not be allowed to alter it subsequently.
11. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the company is pleased to provide members facility to exercise their vote by electronic means (remote-voting) and the business may be transacted through e-voting as per following instructions:
  - (i) The voting period begins on 27/9/2015 at 9.30 am and ends on 29/9/2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23/9/2015, 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](http://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](http://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	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (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 e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (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 Company i.e. Reliable Ventures India 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password &

enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. 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.
4. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. 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.

(xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:**

- i. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 23/9/2015.
- ii. Ms. Neeta H. Desai , Practicing Company Secretary (Membership No.FCS6232), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- iii. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. A Member can opt for only one mode of voting i.e. either through e-voting or by show of hand Member who casts votes by both modes, then voting done through e-voting shall prevail and the other shall be treated as invalid.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tcs.com](http://www.tcs.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within two days of the passing of the resolutions at the General Meeting of the Company and communicated to the BSE Limited where the shares of the Company are listed.

By order of the Board

For Reliable Ventures India Limited.

**RAJENDRA MALPANI**  
**EXECUTIVE DIRECTOR**

Place: Bhopal.

Date : 24/8/2015

**STATEMENT PURSUANT TO SECTION 102(1)  
OF THE COMPANIES ACT, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned at item Nos 4 to 5 in the accompanying Notice:

**Item No. 4 Appointment of Ms. Sanober Bano as Director**

In term of requirement of Section 149 read with conditions contained under Clause 49 the Listing Agreement (based on the recommendations of the Nomination and Remuneration Committee) the Board of Directors had inducted Ms. Sanober Bano as an Additional Director effective from 30th day of March, 2015, to hold the office as such till the conclusion of the ensuing Annual General Meeting.

**Background and qualifications:**

**Treatment under Clause 49 of the Listing Agreement:**

Ms. Sanober Bano is a Non-Executive Director within the requirements of Clause 49 of the Listing Agreement.

**Provisions of Cos Act 2013 reg appointment of Additional Director**

In term of provisions of Section 161(1) of the Companies Act 2013, read with Article 80 of the Articles of Association of the Company Ms. Sanober Bano holds the office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company.

**Approval by nomination and remuneration Committee:**

The proposal to appoint Ms. Sanober Bano as an Additional Director was approved by the Nomination and Remuneration Committee in its meeting held on 11th day of March, 2015.

**Receipt of Notice under Section 160 of the Companies Act, 2013**

The Company has received requisite notice from Mr. Sikandar Hafiz Khan, one of the shareholders and Managing Director of the Company holding 6.09 per cent of the paid up share capital intimating his intention to propose a resolution at the ensuing Annual General Meeting for appointment of Ms. Sanober Bano as Director to retire by Rotation under Section 160 of the act, and accordingly, a proposal to appoint Ms. Bano as Director to retire by rotation is being brought vide Item No 4 of the accompanying notice.

**Proposal for approval of members:**

In term of notice under Section 160 of the Companies Act 2013, read with rules framed and notifications issued there under, a proposal for appointment of Ms Sanober Bano as a Director to retire by rotation is being placed before the Members for their approval.

Except payment of sitting fee for attending meetings, nothing is paid to Ms Bano during his tenure as Additional Director.

Ms Sanober Bano does not hold any shares of the Company

Ms Sanober Bano being the candidate for appointment as director and Mr. Sikandar Hafiz Khan, the Managing Director being her father may be deemed to be concerned and interested in Item No. 4 contained in the accompanying notice of the Meeting.

**Item No. 5: Reappointment of Mr. Shankar Narayanan as Executive Director of the Company.**

Members at the Annual General Meeting of the Company held on 24th December, 2014 had re-appointed, Mr. S. Shankar Narayanan, as an Executive Director of the Company for a short period of 4 (four) months only commencing from 1st day of September, 2014. His present term of appointment expired on 31st

December, 2014.

On the recommendation of the Nomination & Remuneration Committee, subject to approval of the Members in the General Meeting, the Board of Directors of the Company in its meeting held on 2nd day of February 2015, unanimously approved the re-appointment of Mr. Shankar Narayanan, as an Executive Director of the Company for a period of 11 months and 15 days commencing from 1st day of January, 2015 on the same terms and conditions as were applicable to him during his immediately preceding tenure and reproduced hereunder :

1. **Nature of Duties:** Subject to the supervision and control of the Managing Director, the Executive Director shall manage the affairs of the hotel undertaking and exercise such functions and powers as shall from time to time be entrusted to him by the Managing Director.
  2. **Period of Agreement:** 11 months and 15 days From 01st January, 2015 to 15th December, 2015
  3. **Remuneration:** Rs. 92,000/- per month, plus perquisites admissible under Section IV of Schedule V to the Companies Act, 2013, over and above the said monthly salary with authority to the Board or Committee of Board, to fix and re-fix and revise the salary within the ceiling prescribed under the said schedule. .
  4. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director if the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, incentive remuneration and perquisites & allowances as specified above.
5. **Termination:** The appointment of the Executive Director may be terminated either by the Company or the Executive Director by giving two month notice or payment in lieu thereof on either side.
  6. **General conditions:**
    - (i) The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Managing Director & Chairman.
    - (ii) If at any time Mr. Shankar Narayanan ceases to hold the office of Director for any cause whatsoever, he shall also cease to be the Executive Director & Chairman of the Company also.
    - (iii) The Executive Director shall also be allowed payment of sitting fee during his tenure as such.
    - (iv) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.
    - (v) The Mr. Shankar Narayanan is being appointed as an Executive Director by virtue of his office as Director of the Company and his appointment shall be subject, inter-alia, to the provisions of Section 167 of the Companies Act, 2013.

Other information in term of Schedule V of the Companies Act, 2013, is as under :

**I. General Information :**

Sl. Nos.	Nature of Industry	Hotel and related services
1.	Date or expected date of commencement of production	Not applicable
2.	In case of new company expected date of commencement of activities as per project approved by financial institution appearing in the prospectus	NotApplicable
3.	Financial performance based on given indicator during the financial year ended 31st March, 2015	(Rs. In lacs) 1393.02 1291.09 100.93 30.29 70.64 0.64 20.07 3327.16
4.	Foreign investment or collaboration, if any	As at 31st March, 2015, NRI holding in the company is 1001750 shares of Rs.10/- (Rupees ten) representing 9.10 of the total issued, subscribed and paid up share capital

For the financial year 2014-15 Mr. Shankar Narayanan was paid an all inclusive total remuneration of Rs.12.00 lacs. + admissible perquisites.

**Background details:**

Mr. Shankar Narayanan is B. Sc & CAIIB holding directorship of the Company since August, 1996. and holds 2000 equity shares of the company representing only 0.018 per cent of total paid up share capital of the Company.

**Past Remuneration:**

**Recognition and Awards:**

Mr. Shankar Narayanan is an ex-banker from Bank of India & Middle East, UAE with expertise in financial & project management and industrial relations these factors are the crux of an hotel undertaking which go a long way to the attainment of corporate objective of ;the Company.

**Job profile:**

Mr. Shankar Narayanan has been largely responsible for project finance and clientele management of the company reporting to the Chairman & Mg. Director of the Company and over the time has introduced state-of-art-technology and modern methods of business analysis, and marketing thereby steering the company to the existing level. The Board of Directors of the Company feels that his continued association with the company is vital to the further improvement in the Company in term of creativity and services.

**Remuneration Proposed:**

The remuneration proposed to be paid to Mr. Shankar Naraynan is set out above.

**Comparative remuneration profile with respect to industry, size of the company.**

Keeping in view the type of industry, size of the company and its undertaking, the responsibilities and capabilities of Mr. Shankar Narayanan the proposed remuneration seems to be very competitive with the remuneration being paid by other identically placed companies to persons holding similar position.

**Pecuniary relationship directly or indirectly with the company or relations ship with the managerial personnel, if any:**

Other than the above mentioned remunerations and applicable sitting fees , Mr. Shankar Narayanan has no other direct or indirect pecuniary relationship of the Company and its managerial personnel.

**III. Other Information and Disclosures:****Reasons for loss or inadequate profits:**

Inadequate profits appears to be the result of generally weak demand, excess supply of rooms, low turnover of foreign tourists, mushrooming unlicensed marriage halls making dent in the revenue of the Company, low

spending by government and corporate clientele culminating in the decline, inter-alia, in room revenue.

**Steps being taken/proposed to be taken for improvements:**

Cost cutting, streamlining purchase procedures, reduction in food cost and aggressive market penetration, wooing corporate clients etc are the measure that the company is likely to take to improve its profitability.

**Expected increase in productivity in measurable terms:**

It is expected that the aforesaid measure should lead the company to adequate growth in term of turnover and profitability by around 10-15 percent of results of the financial year 2014-15

**IV. Disclosures**

No stock option is admissible to any of the Directors and managerial personnel of the Company. Other disclosures such as element of remunerations details of fixed components of salary, service contracts etc. have already been set out hereinabove. The terms and conditions contained under this explanatory statements shall, along with the resolution to be passed by the Member shall constitute the terms of contracts of employment. No other formal service contract is being executed by the company.

The Board of Director of the Company recommends passing of the Special Resolution as set out under Item No. 05 of the accompanying notice Except Mr. Shankar Narayanan, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or otherwise has any financial or other interest in the resolution set out under the aforesaid item of business

**RAJENDRA MALPANI**

**EXECUTIVE DIRECTOR**

**RELIABLE VENTURES INDIA LIMITED: BHOPAL**

**ANNEXURE-1**

Details of directors seeking appointment/ reappointment at the Annual General Meeting to be held on 24th day of December, 2014

<b>Name of the Director</b>	<b>Ms. Sanober Bano</b>	<b>Ms. S. Shankar Narayanan</b>
Date of birth		05-05-1952
Nationality	Indian	Indian
Date of initial appointment	30-03-2015	10-08-1996
Date of last reappointment	Not applicable	29-09-2012 as rotational and 01-09-2011 as an Executive Director
Qualifications	Cambridge O Level	B.Sc & CIIB
Expertise in functional area	Undergoing training in general management of hotel undertaking	Financial management Project financing and industrial relations
Nos of shares held in the Company	Nil	2000 shares only
List of Directorship in other Indian Public Companies	Nil	Reliable Smartcity Ltd
Position held in other companies in which he is director as at 31-03-2014	Not applicable	Directorship

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**RELIABLE VENTURES INDIA LIMITED**

Regd. Office: "Reliable House, A-6, Koh-e-fiza,  
Indore Road, Bhopal - 462001 (M.P.)

**REPORT OF THE DIRECTORS & MANAGEMENT DISCUSSIONS AND ANALYSIS  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

Your directors have pleasure in presenting to you their  
Twenty Second Annual Report together with the audited  
statement of accounts of the company for the 12 months

period ended 31st March 2015

**FINANCIAL PERFORMANCE:**

**PROFIT AND LOSS ACCOUNT**

	Amt in Rs. Lakhs	
<b>OPERATING YEARS</b>	<b>2014-15</b>	<b>2013-14</b>
Net Revenue	1342.97	1568.74
Other Income	50.06	42.84
<b>Total Income</b>	<b>1393.02</b>	<b>1611.58</b>
Profit before interest and tax	100.93	255.40
Interest payment-Net	0.00	0.00
<b>Profit before extraordinary items</b>	<b>100.93</b>	<b>255.4</b>
Extraordinary items	0	0.31
<b>Profit after extraordinary Items but before tax</b>	<b>100.93</b>	<b>255.71</b>
Provision for taxes:		
Current Taxes	16.54	50.34
Less: MAT credit entitlement	18.64	-24.11
Deferred tax liability	(4.89)	53.05
Net profit	70.64	176.43
Appropriations	0.00	0.00
<b>Transferred to Balance Sheet</b>	<b>70.64</b>	<b>176.43</b>
Total Nos of Equity Shares of Rs. 10- each	110.129	110.129
Basic earning per share of Rs. 10- each	0.64.	1.60

## **BALANCE SHEET**

Amt in Rs. Lakhs

Operating Years>	2014-15	2013-14
Non-current Assets	2473.69	2550.17
Net Current Assets	588.46	504.23
<b>Capital Employed</b>	<b>3062.15</b>	<b>3054.40</b>
<b>Represented by:</b>		
Equity share capital	1101.29	1101.29
Reserve & Surplus	1142.57	1108.48
Deferred Tax Assets	319.88	324.77
<b>Net worth</b>	<b>2563.74</b>	<b>2534.54</b>
Loan Fund	498.41	519.86
<b>Capital employed</b>	<b>3062.15</b>	<b>3054.40</b>

### **Transfers to Reserves:**

The entire profit has been retained by the company and nothing has been transferred to any specific Reserve and that, thereafter, a sum of Rs. 36.55 lakhs being written down value of certain assets was written off to the reserves and surplus account.

### **STATE OF AFFAIRS OF THE COMPANY**

During the 12 months period ended 31st March, 2015 your company earned an all-inclusive revenue of Rs. 1393.02 Lakhs as against Rs. 1611.58 in the corresponding period during the preceding financial year reporting a decline of Rs. 218.56 lakhs ( 13.56%) as compared to the preceding financial year culminating into decline into net profit by 59.96% to Rs. 70.64 lakhs from Rs. 176.43 lakhs for the preceding year leading consequential fall of EPS to Rs. 0.64 from Rs. 1.60 during the preceding year. This downfall is a cumulative effect of a very weak demand coupled with excess supply of rooms and fierce competition with the mushrooming marriage gardens and halls in the unorganized and unregulated sector that prevailed during the year within the city of Bhopal.

Due to phenomenal decline in the profitability and resulting inadequacy of liquid financial resources, the

Company has not been able to implement its plan for addition of room inventory and continues to have whopping amount of unsecured loans.

During the period under report, the net worth of the Company improved by Rs. 26.30 Lakhs only as against Rs. 229.48 Lakhs in the preceding financial year.

### **DIVIDEND**

In view the inadequacy of profits and the company's needs for financial resources for financing inter-alia, its overdue room addition plan as well to repay the outstanding unsecured loan, your directors did not declare any dividend for this year too.

### **SHARE CAPITAL:**

During the period under report, the authorized share capital of the company remained at its previous year level of Rs.2500.00 lakhs divided into 250, 00,000 Equity shares of Rs. 10/- each.

The issued, subscribed and paid-up share capital of the Company too remained at its level of previous year at Rs. 1101.29 lakhs divided into 110,12,900 equity shares of Rs. 10/- each. The category-mix of the shareholdings and its distributions as at 31st March, 2015 have been as under:

<b>Category of Shareholdings as at 31st March 2015</b>		
	<b>Nos. held.</b>	<b>Percentage of total</b>
Prómoters, friends, relatives & persons in concert.	5626155	51.09
Non-resident Indians	1001750	09.10
Indian general public	4384995	39.81
<b>Total</b>	<b>11012900</b>	<b>100.00</b>

Distribution of shareholdings as at 31st day of March, 2015 based on number of holders in term of number and percentage has been given under the Report on Corporate Governance which forms a part of this Annual Report.

**LISTING :**

The Equity Shares of your Company are listed on the Bombay Stock Exchange Limited(BSE) and its security code is 532124.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there have been no material departures;
- (b) such accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the Annual Accounts have been prepared on a going concern concept basis;
- (e) Internal financial Controls have been laid down to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (f) Proper Systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Keeping in view the pattern of internal financial controls, compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and need-based reviews undertaken by management and the Audit committee, your Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15.

**CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Change by resignation:**

During the period under report, Mr. Parkash Singh, one of the non-executives Directors of the Company, ceased to hold the office by resignation effective from 2nd day of February, 2015.

**Change by Appointments:**

Non-executive Director

In term of requirements of 2nd proviso to sub-section (1) of Section 149 of the Companies Act, 2013, read with

Rule (3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Section 161 of the Companies Act, 2013, read with Article 80 of the Articles of Association of the Company, effective from 30th March, 2015, Ms. Sanobar Bano (DIN 07139513), one of the relatives of Mr. Sikandar Hafiz Khan, the Managing Director and one of the promoters of the Company, was inducted as an Additional Director.. Ms Sanobar Bano shall hold the office till the date of the ensuing Annual General Meeting unless she is appointed as Director of the Company. The Company has received a requisite notice from one of the shareholders of the Company pursuant Section 160 of the Companies Act, 2013, proposing her candidature for appointment as Director to Retire by Rotation. Accordingly, a proposal tailored to the said notice is being brought up for your approval at the ensuing Annual General Meeting.

#### **Independent Directors:**

Pursuant to the provisions of Section 149 of the Companies Act 2013 Mr. Chandan Mitra (DIN 00037634), Mr. Abdul Tahir (00215129), and Mr. Ranjay K. Dawar (DIN 00016898) were appointed as independent directors at the 21st Annual General Meeting of the Company held on 24th day of December, 2014. The terms and conditions of appointment of independent directors are as per Schedule IV of the Act. They have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

#### **Retirement by Rotation**

In accordance with the provisions of Section 152 of the Act read with Article 86 and 87 of the Articles of Association of the Company, Mr. S. Shankar Narayanan, (DIN 00021561) will retire by rotation at the ensuing Annual General Meeting (AGM) of your Company and being eligible, offer himself for re-election as director . The Board of Directors of your

Company recommended his re-election to the office of Director liable to retire by rotation. Accordingly, a proposal to this effect is being brought up for your approval at the ensuing Annual General Meeting

In term of approval granted by you in the last Annual General Meeting of the Company held on 24th day of December, 2014, the tenure of Mr. S. Shankar Narayanan as an Executive Director of the Company was to determine effective from the 1st day of January, 2015. However, based on the recommendations of Nomination & Remuneration Committee made in exigency of business and subject to your approval, your Board of Directors find it expedient to extend his tenure again for a duration from 1st day of January, 2015 to 15th day of December, 2015. According a proposal to this effect is also being brought up for your approval in the ensuing Annual General Meeting of the Company.

#### **Key Managerial Personnel**

During the year there was no change in the Key Managerial Personnel of your Company.

#### **NUMBER OF MEETINGS OF THE BOARD**

During the Financial year under report, the Board of your company met for Four times and the relevant details are available in the chapter containing "Corporate Governance Report" which forms part of this report.

#### **BOARD EVALUATION**

The performance of the Board as a whole, its independent, executive and none executive directors has been carried out in term and based on criteria specified in the formal Performance Evaluation policy approved by the Board. The details in the matter of evaluation criteria, process etc. is given in the Corporate Governance part of this report.

In a separate meeting of independent Directors, performance of non-independent directors,

performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

#### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS ETC.**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Internal financial controls of the company are tailored to its size and the nature of its operations aimed at providing reasonable assurance respecting recording and providing reliable financial and operational information, complying with applicable laws, safeguarding assets from unauthorized use, executing transactions under proper authorization and compliance of internal policies.

The system is manned by a full time professional accountants and IT experts. The Audit committee deliberates with the members of the management, and statutory auditors of the company as to the appropriateness the system laid down and carry out need-based review thereof to conform to the requirements of the Company satisfies itself of the adequacy and effectiveness of the system .The Committee also keeps the board of directors informed accordingly. In view of this, your board is of view the control system is effective and optimum.

#### **COMMITTEES OF THE BOARD**

In term of requirements of the Companies Act, 2013 and the clause 49 of the Listing Agreement, the Company has constituted five committees namely Audit Committee, Nomination and Remuneration Committee, Stake Holders Committee, Risk Management Committee, Internal Complaint Redressal committee.

The details respecting term of references, members etc. are given under the Corporate Governance report that forms part of this Annual report.

#### **AUDITORS**

Pursuant to the provisions of Section 139 of the Act and the rules framed there-under, M/s. MAK & Associates, a firm of Chartered Accountants holding firm registration NO.3060-C, was reappointed as statutory auditors of the Company to hold the office from the conclusion of the 21st annual general meeting (AGM) of the Company held on 24th December, 2014 till the conclusion of 22nd AGM of the Company. Keeping in view the sufficiently prolonged tenure the firm M/s. MAK & Associates have had with your Company and in line with the provisions of Section 139(2) of the Companies Act, 2013, your company finds it expedient to replace them by any other competent firm of Chartered Accountants.

Accordingly, in term of Section 139(2) of the Companies Act. M/s. Parekh Shah & Lodha a firm of Mumbai based chartered accountants having registration No. 107487W, and who have confirmed their eligibility and brought on the record of the company required declarations and undertakings is proposed to be appointed as the Statutory Auditors of the Company to hold the office as such from the Conclusion of 22nd Annual General Meeting to the 27th AGM of the Company subject to the ratification of the appointment by the members in each annual general meeting on the terms & conditions and payment of fee on yearly basis as may be approved by the Board of Directors of the Company .

## **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

The Report of the Statutory Auditors M/s. MAK & Associates, Chartered Accountants, and the Secretarial Audit Report in term of Section 204 of the Companies Act, 2013, for the Secretarial Audit carried out by M/s. Baldev Dudea, Company Secretaries do not contain any qualifications, reservations or adverse remarks. The Report of the secretarial auditor is given as an **Annexure-A** forming part of this report

## **RISK MANAGEMENT**

The Board of the Company has approved the Risk Management policy in its meeting held on 2nd February, 2015 and also formed a Risk Management Committee (RMC) to implement and monitor the risk management plan for the Company.

The development and implementation of RMC has been covered in the Management Discussion And Analysis, which forms part of this report.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

During the period under report, the Company has not given any loans, guarantees and made investment. This aspect has been disclosed in the auditors report and financial statements.

## **TRANSACTIONS WITH RELATED PARTIES**

None of the transactions with related parties falls within the purview of Section 188(1) of the Act and therefore . Accordingly, no transactions are being reported in Form No. AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. Other transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are entered into on an armed length basis and details of which is given in **Annexure- A** to the report of the Auditors

Your Company's Policy on Related Party Transactions, as approved by your Board, can be accessed on the website of the Company at "noorussabahpalace.com "

## **CORPORATE SOCIAL RESPONSIBILITY**

During the year under report, your company did not fall within the category of companies measured in term of level of net worth, turnover and profitability criteria prescribed for attaching obligation of formulation of Corporate Social Responsibility (CSR) Policy and constitution of CSR Committee prescribed under Section 135 of the Companies Act, 2013, read with CSR Rules framed there under and that, therefore the said obligation does not apply to your company. Hence your company has noting to report about CSR matters.

## **EXTRACT OF ANNUAL RETURN**

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure-B to this report in the prescribed Form MGT-9, which forms part of this report.

## **PARTICULARS OF EMPLOYEES IN TERM OF SECTION 197 OF THE COMPANIES ACT, 2013**

Disclosure in term of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as **Annexure-C** to this report.

During the financial year under report , the Company does not have on its roll any employee who was employed through out the year and was in receipt of remuneration aggregating to Rs. 60.00 lakhs or more or was employed for part of the year and was in receipt of remuneration aggregating to Rs. 5.00 lakhs per month.

Hence, the information required under Section 197(12) of the Act read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is nil.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY**

During the intervening period from the date of Financial Statement and the date of signing this report, there has been no material changes and Commitment affecting financial position of the Company.

## **DETAILS OF MATERIAL ORDERS ETC. IN TERM OF SECTION 134(q) READ WITH COMPANIES (ACCOUNTS) RULES, 2014.**

During the financial year under report, there are no significant or material orders passed by regulator, court or tribunal impacting the going concern status of the Company or its future operations.

The Financial statements of the Company for the year under report have been compiled based on going Concern Concept

## **OTHER STATUTORY STATEMENTS**

### **Conservation of Energy and technology adoption:**

As the Company's operations do not involve any manufacturing or processing activities, the particulars as per Section 134 of the Companies Act, 2013, Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption, are not applicable.

### **Earning and out go in foreign exchange:**

During the financial year under report your company earned Foreign Exchange equivalent to Indian Rupees 9.30 lacs as against Rs. 1031 lacs during the preceding financial year and like preceding year, during the year under report nothing is expended in foreign exchange at all.

### **Public Deposits:**

Your Company has not accepted any deposit from the

public/members under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the year

## **Compliance with Clause 49 of the Listing Agreement - Corporate Governance**

The certificate of the Auditors, MAK & Associates, Chartered Accountants, Indore confirming compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed.

## **ACKNOWLEDGEMENTS:**

Your Directors are pleased to place on record their grateful and sincere thanks for excellent support and co-operation your company received from the Ministry of Tourism, Govt. of India and Department of Tourism of Govt. of Madhya Pradesh, banks and other government bodies and we look forward to their continued support and patronage in future. Your Directors wish to record their appreciation of the excellent efforts put in by the executives and staff at all levels which culminated into creation of better financial and operational performance record for the company and hope that this trend would be kept even during the ensuing years

**Sikandar Hafiz Khan**  
**Chairman & Mg. Director.**

Bhopal: 24/8/2015

**ANNEXURE-A**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To,

The Members,  
Reliable Ventures India Limited  
"Reliable House" A-6, Koh-e-fiza,  
Indore Road,  
Bhopal-462001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Reliable Ventures India Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 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 **Reliable Ventures India Ltd.** ("the Company") for the

financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
  - (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 1992; 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; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

Besides above, I have also examined and verified other record that specific to the Company engaged in the business falling within the segment of Hotel and Tourism. The Company is operating a hotel undertaking Style of Noor-Us-Sabah Palace, VIP Road, Bhopal which has complied with laws and rules governing it and has valid licenses and permissions as under:

1. Registration under Shops & establishment Act, which is due for registration in January, 2018
2. Permission from Pollution Control Board (Air and Water Pollution) valid up to 31st March, 2015, for which application for renewal for two years has been made on 1st day of April, 2015, and requisite fee of Rs. 104,000/- has been paid to the MP Pollution Board.
3. The hotel has authorization under Hazardous

Wastes (Management, Handling and Trans Boundary Movement Rules, 2008 valid up to the year 2020.

4. License under Food Safety and Standard Act 2006 valid up to 30th December, 2017
5. Requisite Certification from Municipal Corporation Bhopal under National Building Code 2005-Part-4 and Municipal Corporation Act 1956 which inter-alia deals fire fighting arrangements valid up to 18th day of December 2015
6. Yet another Licenses for carrying out business activities under Section 366 and 427 of Municipal Corporation Act valid up to 31st March, 2016
7. Besides, the applied on 7th April, 2015, for renewal of permission for use of premise for marriage ceremony purposes for financial year 2015-16 and requisite fee therefore has already been remitted.

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

#### **we further report that**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

**We further report that**

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

We further report that during the audit period the company

1. Has not issued and/or redeemed any securities
2. has not transacted any business falling within the purview of Section 180 of the Companies Act, 2013

3. has not approved and/or carried an merger/amalgamation/reconstruction and
4. has not entered into any foreign technic collaboration etc.

**For B Dudea & Associate  
Company Secretaries**

**Baldev Duda  
Proprietor  
M.No. FCS63/  
C P No.: 44/**

**Date: 24/8/2015**

**Place: Gwalior**

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**ANNEXURE 'A'**

To,

The Members,  
Reliable Ventures India Ltd.  
"Reliable House"  
A-6, Koh-e-fiza,  
Indore Road,  
Bhopal-462001

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on such secretarial record based on audit.
2. We have followed the audit practices and processes as we considered appropriate to obtain reasonable assurance on the correctness and completeness of the secretarial records. Our verification as conducted on a test basis to ensure that all entries have been made as per statutory requirements. We believe that the processes and practices we followed for this purpose provided a reasonable basis for our opinion.
- 3: We have not verified the correctness and appropriateness of the financial record and Books

of Accounts of the Company.

4. Whenever required, we have obtained Management representation with respect to compliance of laws, rules and regulations and of significant events during the year.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations is the responsibility of the management. Our examination was limited to the verification of secretarial record on test basis to the extent applicable to the Company.

**For B.Dudea & Associates**

**Company Secretaries**

**Sd/-**

**Baldev Dudea**

**(Proprietor)**

**Date: 24/8/2015**

**Place: Gwalior**

**ANNEXURE-B**  
(Directors report 2014-15)

**FORM NO. MGT-09**  
**EXTRACTS OF ANNUAL RETURN**  
as on the Financial Year ended on 31st March, 2015  
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

(I)	CIN	L22354MP1992PLC007295
(II)	Registration Date	9/1/1992
(iii)	Name of the Company	RELIABLE VENTURES INDIA LIMITED
(iv)	Category / Sub-category of the Company	Public Limited Company- Limited by Shares
(v)	Address of the Registered Office and Contact details	"Reliable House", A-6, Koh-e-fiza, Indore Road Bhopal-462001 (Madhya Pradesh) Phone Nos: 0755-2539592 Fax No. 0755-2540442 Email reliablehouse11@gmail.com Website noorussabahpalace.co.in
(vi)	Whether Listed Company Yes/ No.	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Sharex Dynamic (India) Pvt. Ltd. Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool; Andheri (East) MUMBAI-400072

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

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

Sl.No.	Name and Description of main product/ Services	NIC code of the Product/Service	% to total turnover of the Company
1	Short term accommodation activities	551	36.47
2	Restaurants and mobile food service activities	561	63.53

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl.No.	Name of the Company	Cin/GLN No.	Holding/Subsidiary/ Associate	% of share held by the Company	Applicable Section
0	NA	NA	NA	NA	NA

**ANNEXURE-B contd.**

<b>IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)</b> (Contd.)									
<b>j) category-wise Share Holding</b>									
Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year		
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	% Change during the year
1. Indian									
g) Individual/HUF	1236346	0	1236346	11.23	1258389	0	1258389	11.43	0.20
h) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
i) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
j) Bodies Corp.	4254666	0	4254666	38.63	4367766	0	4367766	39.66	1.03
k) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
l) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	5491012	0	5491012	49.86	5626155	0	5626155	51.09	1.23
(2) Foreign									
g) Individual/HUF	0	0	0	0	0	0	0	0	0
h) Central Govt	0	0	0	0	0	0	0	0	0
i) State Govt (s)	0	0	0	0	0	0	0	0	0
j) Bodies Corp.	0	0	0	0	0	0	0	0	0
k) Banks / FI	0	0	0	0	0	0	0	0	0
l) 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 shareholdings of promoters (A) = (A(1)+(A)(2)	5491012	0	5491012	49.859819	5626155	0	5626155	51.086953	1.23



(ii) Shareholdings of Promoters:

Sl. No.	Shareholders Name	Shareholdings at the beginning of the year			Shareholdings at the end of the year			%age change in the shareholdings of the company
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1	Reliable Carriers Pvt. Ltd.	257625	2.34	0	257625	2.34	0	0.00
2	Reliable Industrial Ventures Ltd.(Now Western Tobacoc Ltd.)	27177	0.25	0	27177	0.25	0	0.00
3	Elegance Infra Tech Pvt Ltd.	2110406	19.16	0	2146506	19.49	0	0.33
4	Reliable Cigarette And Tobacco Inds Pvt. Ltd.	4200	0.04	0	4200	0.04	0	0.00
5	Noo-Us-Sabah Housing Projects Pvt. Ltd	200000	1.82	0	200000	1.82	0	0.00
6	Reliable Smartcity Limited	127592	1.16	0	145692	1.32	0	0.16
7	Mandideep Engg. & Packg Inds. Pvt. Ltd	20000	0.18	0	20000	0.18	0	0.00
8	Reliable Global Venture Pvt. Ltd. (previously: Rehbar Holdings & Finance Pvt. Ltd.	1507666	13.69	0	1566566	14.22	0	0.53
9	Ms. Sharifa Bano	108412	0.98	0	130455	1.18	0	0.20
10	Mr. Shahwar Hafiz Khan	105500	0.96	0	105500	0.96	0	0.00
11	Mr. Sikandar Hafiz Khan	670698	6.09	0	670698	6.09	0	0.00
12	Mr. Mohd Hafiz Khan	200	0.00	0	200	0.00	0	0.00
13	Mr. Farhan Khan	186336	1.69	0	186336	1.69	0	0.00
14	Mr. Kaleem Ullah Khan	165200	1.50	0	165200	1.50	0	0.00
	<b>total</b>	<b>5491012</b>	<b>49.86</b>	<b>0</b>	<b>5626155</b>	<b>51.09</b>	<b>0</b>	<b>1.23</b>

**ANNEXURE-B contd.**

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

Sl. No	Shareholders Name	Shareholding at the beginning of the year-01-4-2014		Shareholding at the year- of the year- *03-2015		Cumulative Shareholdings	
		No. of shares	% of total shares of the company	Increase/decrease in shareholdings	Reason	No. of shares	% of shares of the
1	Elegance Infra Tech Pvt. Ltd.	2110406	19.16	0	0	2120706	19.26
		0	0.00	10300	transfer	2136706	19.40
		0	0.00	16000	transfer	2146506	19.49
	Closing Balance	2110406	19.16			2146506	19.49
2	Reliable Global Venture Pvt. Ltd. (Previously, ehbar Holdings & Finance Pvt Ltd.)	1507666	13.69	0	0	1546566	14.04
		0	0.00	38900	transfer	1564066	14.20
		0	0.00	17500	transfer	1566566	14.22
	Closing Balance	1507666	13.69			1566566	14.22
3	Reliable Smartcity Limited	127592	1.16	0	0	140692	1.28
		0	0.00	13100	transfer	145692	1.32
		0	0.00	5000	transfer	145692	1.32
	Closing Balance	127592	1.16			145692	1.32
4	Ms. Sharifa Bano	108412	0.98			128412	1.17
		0	0.00	20000	transfer	130455	1.18
		0	0.00	2043	transfer	130455	1.18
	Closing Balance	108412	0.98			130455	1.18

**ANNEXURE-B contd.**

(Contd)

**iv. Changes in shareholdings of Top 10 Shareholders other than Promoters**

Si. No	Shareholders Name	Shareholding at the beginning of the year-01-4-2014	Shareholding at the beginning of the year-2.78	Shareholdigs at the end of the year-31-03-2015	Cumulative Shareholdings
7	Swastika Investment Ltd	306502	2.78	transfer	306527
				25	2.78
				transfer	306642
				115	2.78
				transfer	306802
				160	2.79
				transfer	307302
				500	2.79
				transfer	307508
				206	2.79
				transfer	300921
				-6587	2.73
				transfer	299521
				-1400	2.72
				transfer	292136
				-7385	2.65
				transfer	290481
				-1855	2.64
				transfer	294782
				4301	2.68
				transfer	295082
				300	2.68
				transfer	294882
				-200	2.68
				transfer	293882
				-1000	2.67
				transfer	290781
				-3101	2.64
				transfer	290381
				-400	2.64
				transfer	290281
				-100	2.64
				transfer	291381
				1100	2.65
				transfer	291350
				11/28/2014	2.65
				-31	2.65
				transfer	292150
				800	2.65
				transfer	292156
				12/5/2014	2.65
				6	2.65
				transfer	292216
				12/31/2014	2.65
				60	2.65
				transfer	292231
				1/2/2015	2.65
				15	2.65
				transfer	292241
				1/9/2015	2.65
				10	2.65
				transfer	292246
				1/16/2015	2.65
				5	2.65
				transfer	292263
				1/23/2015	2.65
				17	2.65
				transfer	292269
				2/6/2015	2.65
				6	2.65
				transfer	292219
				3/6/2015	2.65
				-50	2.65
				transfer	292219
				3/31/2015	2.65
				Closing Balance	
8	Ritu Tie UP Private Ld.	525554	4.77		
	Closing Balance			0	4.77
				NA	
9	Khursheed Alam	167000	1.52		
	Closing Balance			NA	1.52
10	Fatima Shamoom	200000	1.82		
	Closing Balance			NA	1.82
				NA	200000
				NA	1.82

(v) Shareholdings of Directors and Key Managerial Personnel

ANNEXURE-B contd.

Sl. NO.	For Each of the Directors and Key Managerial Personnel	year-01-4-2014		Cumulative Shareholdings of the company 31-03-2015	
		No. of shares	%age to total shares of the Company	No. of Shares	%age to total shares of the Company
1	Mr. Sikandar Hafiz Khan, Chairman & Mg. Director At the Beginning of the Year Increase or Decrease during the Year	670698 0	6.09 0.00	670698 0	0.00 0.00
2	Mr. Rajendra Malpani, Executive Director At the Beginning of the Year Increase or Decrease during the Year	5007 0	0.05 0.00	5007 0	0.00 0.00
3	Mr. S. Shankar Narayanan, Executive Director At the Beginning of the Year Increase or Decrease during the Year	2000 0	0.02 0.00	2000 0	0.00 0.00
4	Mr. Abdul Tahir, Independent Director At the Beginning of the Year Increase or Decrease during the Year	50000 0	0.45 0.00	50000 0	0.00 0.00
5	Mr. Chandan Mitra, Independent Director At the Beginning of the Year Increase or Decrease during the Year	0 0	0.00 0.00	0 0	0.00 0.00
6	Mr. Ranjay K Dawar, Independent Director At the Beginning of the Year Increase or Decrease during the Year	0 0	0.00 0.00	0 0	0.00 0.00
7	Ms. Sanober Baro, Addl. Director At the Beginning of the Year Increase or Decrease during the Year	0 0	0.00 0.00	0 0	0.00 0.00
8	Mr. SS Raghuvanshi, Company Secy & Compliance Officer At the Beginning of the Year Increase or Decrease during the Year	0 0	0.00 0.00	0 0	0.00 0.00
9	Mr. Mukund Gattani, Finance Manager At the Beginning of the Year Increase or Decrease during the Year	0 0	0.00 0.00	0 0	0.00 0.00

## V. INDEBTEDNESS

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

Amount in Rs.

	Secured Loan Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the Beginning of the financial Year				
(i) Principal Amount	0.00	51985986.00	0.00	51985986.00
(ii) Interest Due but not plaid	0.00	0.00	0.00	0.00
(iii) Interest Accrued but not due	0.00	0.00	0.00	0.00
<b>Total(i+ii+iii)</b>	<b>0.00</b>	<b>51985986.00</b>	<b>0.00</b>	<b>51985986.00</b>
Change in the indebtedness during the year	1283988.00	0.00	0.00	1283988.00
> Addition	0.00	0.00	0.00	0.00
> Reduction	41000.00	3000787.00	0.00	3041787.00
Net Change	<b>1242988.00</b>	<b>3000787.00</b>	<b>0.00</b>	<b>4325775.00</b>
Indebtedness at the end of the financial year				
(i) Principal Amount	1242988.00	48985199.00	0.00	50228187.00
(ii) Interest Due but not plaid	0.00	0.00	0.00	0.00
(iii) Interest Accrued but not due	0.00	0.00	0.00	0.00
<b>Total(i+ii+iii)</b>	<b>1242988.00</b>	<b>48985199.00</b>	<b>0.00</b>	<b>50228187.00</b>

**VI REMUNERATION OF DIRECTOR AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Director and/ Manager**

Sl.No.	Particulars of Remuneration	Name of MD / Manager/ Whole Time Directors			Total
		Mr. Sikandar Hafiz Khan	Mr. Rajendra Malpani	Mr. S.Shankar Narayanan	Amt (Rs.)
<b>1</b>	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961	4003500.00	1243500.00	1199500.00	6446500.00
	(b) Value of perquisites u/s 17(2) of Income Tax Act 1961	0.00	0.00	0.00	0.00
	© Profit in lieu of salary u/s 17(3) of Income Tax Act 1961	0.00	0.00	0.00	0.00
<b>2</b>	Stock Option	0.00	0.00	0.00	0.00
<b>3</b>	Sweat Equity	0.00	0.00	0.00	0.00
<b>4</b>	Commission - as %age of profit Others, specify	0.00	0.00	0.00	0.00
<b>5</b>	Others, please specify				
	Total-A	0.00	0.00	0.00	0.00
	Ceiling as per the Act	4003500.00	1243500.00	1199500.00	6446500.00
		4003500.00	1243500.00	1199500.00	6446500.00

**ANNEXURE-B contd.**

**B. Remuneration to Directors**

Sl.No.	Particulars of Remuneration	Abdul Tahir	Chandan Mitra	R.K.Dawar
1	<b>Independent Director</b>	12500.00	2500.00	12500.00
	Fee for attending Board/ Committee Meetings.			27500.00
	Commission	0.00	0.00	0.00
	Others , please specify	0.00	0.00	0.00
	<b>Total(1)</b>	12500.00	2500.00	12500.00
2	<b>Other Non-Executive Directors:</b>			
	Fee for attending Board/ Committee Meetings.	0	0	0
	Commission	0	0	0
	Others , please specify	0	0	0
	<b>Total(2)</b>	0	0	0
	<b>Total B(1+2)</b>	12500	2500	12500
	<b>Total Managerial Remuneration</b>	4016000	1246000	1522145
	<b>Overall Ceiling as per Act</b>	4016000	1246000	1522145
				6784145
				6784145

**ANNEXURE-B contd.**

Sl.No.	Particulars of Remuneration	Name of KMPs other than MD/WT/Manager		Total amt
		Co Secy & Compl Officer SS Raghuvanshi	FM-Mukund Gattani	
1	<b>Gross Salary</b> (a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961  (b) Value of perquisites u/s 17(2) of Income Tax Act 1961  © Profit in lieu of salary u/s 17(3) of Income Tax Act 1961	1090500.00	636100.00	1726600.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission - as %age of profit Others, specify		0.00	
5	Others, please specify	0.00	0.00	0.00
	Total-A	1090500.00	636100.00	1726600.00
	Ceiling as per the Act	1090500.00	636100.00	1726600.00

## V. INDEBTEDNESS

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

	Amount in Rs.			
	Secured Loan Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the Beginning of the financial Year				
(i) Principal Amount	0.00	51985986.00	0.00	51985986.00
(ii) Interest Due but not plaid	0.00	0.00	0.00	0.00
(iii) Interest Accrued but not due	0.00	0.00	0.00	0.00
<b>Total(i+ii+iii)</b>	<b>0.00</b>	<b>51985986.00</b>	<b>0.00</b>	<b>51985986.00</b>
Change in the indebtedness during the year	1283988.00	0.00	0.00	1283988.00
> Addition	0.00	0.00	0.00	0.00
> Reduction	41000.00	3000787.00	0.00	3041787.00
Net Change	<b>1242988.00</b>	<b>3000787.00</b>	<b>0.00</b>	<b>4325775.00</b>
Indebtedness at the end of the financial year				
(i) Principal Amount	1242988.00	48985199.00	0.00	50228187.00
(ii) Interest Due but not plaid	0.00	0.00	0.00	0.00
(iii) Interest Accrued but not due	0.00	0.00	0.00	0.00
<b>Total(i+ii+iii)</b>	<b>1242988.00</b>	<b>48985199.00</b>	<b>0.00</b>	<b>50228187.00</b>

**ANNEXURE-B contd.**

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

Type	Section of Companies Act	Brief Description	Details of penalty punishment/ compounding fee imposed	Authority [RD/ NCLT/ COURT	Authority [RD/ NCLT/ COURT
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>Other punishment in Default:</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**ANNEXURE-C (Directors' report )**

**Information under Section 197 of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014**

1. The ratio of the Remuneration of each Director to the median remuneration of the Employees of the Company for the financial year under report
2. Percentage increase in Remuneration of Each Director, Key Managerial Personnel, Company Secretary, if any, in the financial year
3. Comparison of the Remuneration of each key Managerial Personnel against the Performance of the Company.

Whole time Directors and KMP	Remuneration in 2014-15 Rs. Lacs	Remuneration in 2013-14 Rs. Lacs	% increase of Remuneration in 2014-15 over 2013-14	Ratio to Median Remuneration 2014-15	Ratio of Remuneration to Revenue and Net profit 2013-14		Ratio of Remuneration to Revenue and Net profit 2014-2015	
					Revenue	Net profit	Revenue	Net profit
Mr.Sikandar Hafiz Khan Chairman & Mg. Director	42.92	37.28	15.13	25.12:1	2.31	24.33	3.08	60.76
Mr. Rajendra Malpani, Executive Director.	13.06	6.14	112.70	7.64:1	0.38	3.48	0.94	18.49
Mr. S. Shankar Narayanan Executive Director	12.00	12.00	0.00	9.22:1	0.74	6.92	0.86	16.98
Mr.S.S. Raghuvanshi Company Secretary	11.37	11.37	0.00	6.65:1	0.71	6.44	0.82	16.10

4. None of the Employee who is not a director is in receipt of remuneration which is higher than the remuneration received by the highest paid Director.
5. Non-executive and independent Directors are paid nothing except sitting fee and that therefore the company has nothing to report in the matter of their remuneration as related to median remuneration, change percentage, and revenue and profits of the company.
6. The percentage Increase in the Median remuneration over the preceding financial is 36.54 percent
7. Total number of employees on the role of the Company during the financial year under report has been 193 only.
8. In view of the unsatisfactory financial performance of the company, the company did not go for any major salary revision of employees in general.

The overall increase of salary of all the employees, including directors, KMPs, has been 4.74 per cent over the previous financial year.

**ANNEXURE-C contd.**

9 The comparison of the Remuneration of the Key Managerial Personnel(KMPs) with the financial performance of the company is as under:

<b>Descriptions of item of comparison</b>	<b>2013-14</b>	<b>2014-15</b>
Aggregate Remuneration of KMPs during the financial year	66.79	79.3
Revenue for full year including other income	1611.57	1393.02
%age ;of KMPs remuneration to the aforesaid revenue	4.14	5.70
Profit before tax and exceptional items	176.43	70.64
% of KMPs remuneration to the aforesaid profits	37.86	112.33

- 10 Variation in Market Capital: The Market capitalisation during the year under report is Rs, 14.15 crores as compared to Rs. 17.80 crores during receding financial year.
- Earning Pers share (EPS) The EPS during the year under report has been 0.64 per share as against 1.60 during the previous year. The reduction is due substantial fall in the profits of the Company
- 11 Price Earning Ratio(PER) The Price Earnig ratio of the Company is 20.07as agianst 10.10 during the preceding financila year.
- 12 Market Quote comparision: The Company did not came out with any .public offer during the year and therefore the requirements of disclosure reporting increase in the market quotation of its shares as compated to the rate at which last issue is made does not apply to the Company
- 13 Vatiation in Net worth: Due to substantial fall in revenue and profits, the net worth of the company during the year under report increased only by 1.04 per cent against 9.96 per cent during the previous financial year
- 14 Average Increase in remuneration of employees other than KMPs During the year under report, on an average basis, the remuneration of employees other than KMPs increased by 3.11 per cent as against 15.24 % of KMPs over the previous year is substantially in accordance with thee remuneration policy of the Company. The increase in remuneration of Mr. Rajendra Malpnai One of the Eds has been allowed pay scale normally applicable to Executiv Directors (exclding CMD) with due regards to the limits specified unde Schedule V to the Companies Act,2013. Due to this reasons his remuneations has increased substantially as compared to others.
- 15 % age increase in Remunerations : Average % of increase in remuneration of employees other than KMPs during the years has been only 3.11 per cent. as compared to 15.24 % in the case of KMPs in aggregate
- 16 Variable components in The remuneration of the KMPs does not include any commission or other variable components. Except Salary KMPs remuneration no commission is admissible to any of the employees of the Company, including KMPs

## **“MANAGEMENT DISCUSSIONS AND ANALYSIS”**

### **Overview of Industry**

The Indian economy is expected to continue to see challenges in the immediate future. However, we remain confident in the long term growth prospects of the Indian economy especially with the several initiatives demonstrated by new Union Government. The Indian Tourism and Hospitality Industry segment has emerged as one of the key drivers of growth in the economy. Tourism is the highest employment generator at 53 million and a significant source of foreign exchange for the country. With the revival of business sentiment and active support of the Government to boost Travel and Tourism a significant increase is expected in the arrival of foreign tourist and also a greater number of Indians are expected to be travelling to domestic destinations than before. This will have a positive impact on the occupancies and rates and hence the business over the next few years.

### **Noor-Us-Sabah Palace-Dynamism in our strides**

It is the Company's endeavor to ensure that Noor-Us-Sabah Palace becomes the market leader in terms of RevPar, in the city.

### **Sales and marketing Alliances**

Hotel is part of The ITC WelcomHeritage Group of Hotels and is reputed as a Flagship property under Legend Hotels segment. The Hotel enjoys benefits of Worldwide marketing and branding network of ITC Hotels Limited.

The ITC Group has marketing offices spread across India, and is well represented globally. The Central Reservation System operates 24 hrs and facilitates bookings from all over India.

### **Opportunities, threats, risks and concerns**

The Hotel business is dependent on global and domestic economic conditions. The company also has

the risk of heavy dependence on a few specific locations in India and on mid luxury segment. The specific positive factors that the company visualizes for project better performance in the prospective years are as under:

1. The Government is committed to implement GST at the earliest, which would bring down the present heavy levies of multiple taxation, thus reducing the input cost.
2. The foreign tourist arrivals are projected to be doubled in the coming years, which would directly affect the occupancy.
3. Marketing efforts have been increased to generate more sales.
4. Individual sales targets have been fixed for all Sales personnel including the sales team of WelcomHeritage, resulting in focused selling.
5. Food quality and quality of service are being constantly monitored to give the best to our guests.
6. Major renovation of restaurants, rooms and public areas have been planned to cope up with the increasing competition.
7. Online bookings have seen a major growth in last few years, Hotel along with WelcomHeritage, has tied up with a channel manager to promote and increase the room sales through online portals
8. Food promotions are planned to be carried out, where the guests will be offered new cuisines in an authentic way.

However, the emergence of completion at local levels and sprouting unorganized and unlicensed marriage gardens/ halls in the city, addition of room capacity in certain existing hotels are likely to make a dent in the room as well as food business of the Company. However, the company expects that the benefits that

the company is expected to derive from the aforesaid positive factors would certainly outweigh the outcome of threats

Risk management is an integral part of the Hotel's business process. With the help of experts in this field, risks are carefully mapped and a risk management framework is evolved. The Hotel has taken several measures in the hotel to beef up the security preparedness. In addition to the physical security measures, the Hotel has also taken adequate insurance cover to meet the financial obligations which may arise from any untoward incidents.

To counter the risk of competition, the Hotel focuses on providing exceptional services and consistency across all service departments. Besides, the Risk Management policy of the company shall also act as an effective instrument to mitigate the risk factors.

#### **Internal Control Systems**

Internal financial controls of the company are tailored to its size and the nature of its operations aimed at providing reasonable assurance respecting recording and providing reliable financial and operational information, complying with applicable laws, safeguarding assets from unauthorized use, executing transactions under proper authorization and compliance of internal policies.

The system is manned by a full time professional accountant and IT experts. The Audit committee deliberates with the members of the management, and statutory auditors of the company as to the appropriateness of his system lay down and carry out need-based review thereof to conform to the requirements of the Company satisfies itself of the adequacy and effectiveness of the system. The Committee also keeps the board of directors informed accordingly. In view of this, your board is of view the control system is effective and optimum.

#### **Human Resources and industrial relations- The intangible imperatives**

The Hotel attaches the highest importance to human resources and focuses on high degree of professional learning and development, concern and care towards its employees. The Hotel continued to sustain and grow on the performance culture developed over a period of time throughout the organization.

Some of the Key initiatives rolled out during the year are as follows;

- A focused concentration on carefully attracting the best talent available in the market, which has helped the company to drive a culture oriented towards high performance and excellence.
- The guest feedback collection system has been reviewed and the new system will help the team to align all its efforts in delivering relevant high quality services to the guest whilst seeking to constantly improve on standards.

#### **Corporate Social Responsibility and Environment initiatives**

The hotel recognizes the need to minimize the impact of its operations, on the environment. The Hotel maintains large gardens in and around all its properties. The Hotel has made substantial investments for improving energy efficiencies, and fresh and waste water management in its hotel properties.

#### **Health and Safety Management System**

Health and Safety Management system in the company aims to reduce, eliminate or control workplace hazards and associated risks of illness or injuries to the employees, customers and contractors who might be affected by the Hotel's work activities.

The Hotel is committed to ensure healthy and safe working environment for all concerned and to improve

the Health and Safety performance. Through a systematic process, the hotel aims to:

- Comply with the requirements of all relevant statutory, regulatory and other provisions.
- Provide and maintain safe and healthy work place through operational procedures, safe systems and methods of work.
- Conduct audits and mock drills on site to ensure that operations are in compliance with health and safety management requirements and for emergency preparedness.

2. Emergence of competitors like Sayaji Hotels, has made a dent in room as well as banquet revenue
3. Inflow of foreign tourist has decreased over the previous years
4. Lesser number of marriage dates has also resulted in lesser food revenue, which is the major source of banquet revenue.
9. Food promotions are planned to be carried out, where the guests will be offered new cuisines in an authentic way.

**Performance review :**

**1. Operational Revenue:**

The total operating revenue ( excluding other income) decreased by 14.4% from Rs. 1568.75 lakhs to Rs. 1342.96 lakhs in FY 2013-14

2. EBIDTA decreased by 7.4% from Rs. 1234.82 lakhs to 1142.95 lakhs in FY 2013-14
3. Profit after Tax has decreased by 39.47% to Rs. 100.92 lakhs in FY 2013-14 from 255.71 lakhs

**Reasons for decline in Revenue**

1. Economic slowdown has led the corporate for cutting down marketing expenses, which has resulted in decrease in spending.

**REPORT ON CORPORATE GOVERNANCE IN  
TERM OF CLAUSE 49 OF THE LISTING  
AGREEMENT WITH THE STOCK EXCHANGE**

**COMPANY'S PHILOSOPHY ON CODE OF  
GOVERNANCE:**

Your company holds the view that the code of the corporate governance serves as a structure based on which the responsibilities amongst the different participants within the management of the company are distributed culminating into the requisite protection of the interest of all the interested groups, specially the shareholders of the company. It helps the company achieving its corporate objectives and the performance is adequately measured, monitored and controlled.

Your company is a fully compliant with the requirements of clause 49 of the Listing Agreement with respect to the Corporate Governance as brought in the following paragraphs

**1. BOARD OF DIRECTORS**

**Constitution of the Board:**

During the financial year under report, the Board of the Company comprised of 7 Directors, including three executive, and four non-executive Directors. Of the four Directors three were Independent Directors within the meaning of clause 49 of Listing agreement and a Non-executive Woman Director under Section 149 of the Companies Act, 2013. The Chairman is an Executive Director.

Till the end of February, 2015, the Chairman being an Executive Director, the ratio of Non-executive to Independent Directors was 50:50 and it was exactly in conformity with the requirement under Clause 49 of the Listing Agreement. With the appointment of one woman Director effective from the 30th day of March, 2015, this conformity has got slightly impaired. The Company is trying to identify a suitable candidate for induction as independent Director to remove this impairment at the earliest possible

**Independent Directors:**

All the independent Directors who have been inducted as such in the last AGM of the Company held on 24th December, 2014, have submitted written confirmation to the effect that they continue to fulfill the statutory requirements of independence as contemplated under the provisions contained under the clause 49 of the listing agreement and section 149 of the Companies Act, 2013 and its Schedule V

**Formal letter of appointments to Independent Directors:**

The Company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the Company.

**Number of Directorships**

None of the Directors hold directorships in more than ten public companies. Further, none of them serve as members of more than 10 Committees nor are they Chairman of more than 5 Committees, as per the requirements of the Listing Agreement. "Committees" for this purpose include the Audit Committee and the Stakeholders Relationship Committee under the said Clause 49 of the Listing Agreement.

None of the Directors serve as Independent Directors in more than seven listed companies and none of the Whole-time Directors of the company serve as Independent Directors in more than three listed companies.

**Inter-relationship amongst the Directors:**

None of the Directors are related to each other, except the only woman Director Ms Sanober Bano who is related to Mr. Sikandar Hafiz Khan, the Managing Director of the Company, as his daughter.

## 2. MEETINGS OF BOARD OF DIRECTORS.

During the year under review, the Board of Directors of the Company met four times on the dates given hereunder and the period between any two meetings did not exceed 120 days.

Sl.Nos	Date of Meeting	For the quarter
1.	29/05/2014	April to June 2014
2.	12-08-2014	June to Sept., 2014
3.	10/11/2014	October To December, 2014
4.	02/02/2015	January- March, 2015

The statistics pertaining to meeting attended by the Directors is given under **Table-1** to this governance report.

### Agenda for Meetings of the Board:

As required under Annexure X to the Listing Agreement with the Stock Exchanges, all the necessary information was placed before the Board from time to time.

### Compliance of Secretarial Standard

In the matter of convening, conducting and recording of proceedings of the meeting etc, your company complied with the secretarial standard on Board Meetings issued by the Institute of Company Secretaries of India, New Delhi.

## 3. BOARD EVALUATION

The Board carried out evaluation of its own performance, its committees and individual directors based on the evaluation parameters contained in the Evaluation policy formulated by it.

The Board evaluated its own performance after seeking inputs from individual Directors and on the basis of the criteria ,inter-alia, such as its Composition and structures, its effectiveness in term of processes,

information and functioning, adequacy of meetings, its effectiveness in term of rule understanding and decision making, compliance of applicable codes etc.

The performance evaluation of executive, non executive and independent Directors was carried by the Board and NRC based on parameters inter-alia, such as attendance, contribution to deliberations, preparedness for the meeting, compliance of applicable corporate laws, internal controls, observances of various codes and policies formulated by the Board, Leadership quality, independence, attendance, skill and knowledge, teamwork attributes, willingness to take responsibility etc.

The performance of Board committees was evaluated on the basis of feedback received from its members and by applying criteria such as composition of committees, deliberations, effectiveness of committee meetings etc.

### Separate Meeting of Independent Directors:

During the year, a separate meeting of Independent Directors was held for the exclusive purpose of evaluating the performance of Non- Independent Directors and the Board as a whole. The process for evaluation of Board performance, Non-Independent Non-Executive Directors and the Board Chairman is detailed in the Board's Report.

### Training for Independent Directors:

The Company has put in place a programme to familiarize the Independent and other non-executive directors. As on the date of this report, the only woman director Ms. Sanober Bano is under going training in all the aspects of the running and management of hotel undertaking. All the independent directors of the company are associated with the company for fairly long tenure and are in the know of all things related to the business of the company and that, therefore, the company did not feel any necessity of putting them under any formal training programme.

### **Remuneration to Directors:**

Due to inadequacy of profits, the Whole-time/Executive Directors are paid remuneration subject to limit prescribed in the Schedule V to the Companies Act 2013 based on the approval of the Shareholders in their meetings. The package comprises of only gross salary and other benefits as are applicable to them under the said Schedule. No commission whatsoever is allowed to any of them.

Besides, keeping in view the low profitability and inadequate liquid resources at the disposal of the Company, except sitting fee of Rs. 2500/- per Meeting of the Board, nothing is paid to the Non-Executive Directors of the Company.

A statement containing, inter-alia, the remunerations paid to the Directors during the financial year under report is attached vide Table-1 and forms part of this governance report.

### **Service Contract, Notice Period and Severance Fees of the Managing Director and the Executive Directors**

Mr. Sikandar Hafiz Khan was reappointed as a Managing Director for a period of (three) 3 years, commencing from 01-01-2013 up to and including 31-12-2016. According to the resolution passed by the Members in the 21st Annual General Meeting (AGM) his appointment is terminable by six (6) months' notice on either side or payment in lieu thereof

Mr. Rajendra Malpani, Executive Director was reappointed by Members in their 21st AGM held on 24th December, 2014, for a period of three (3) years from 01-10-2014 to 30-09-2017. His appointment is terminable by 3 month's notice on either side or payment in lieu thereof.

Mr. S. Shankar Narayanan was too appointed by members in their 21st AGM held on 24th December, 2014 as an Executive Director for a period of (four) 4 months commencing from 1st September 2014.

However, based on the NRC recommendations the subject to approval of member in the ensuing AGM the Board has extended his tenure effective from 01st day of January, 2015 to 15/12/2015. His appointment is terminable by two (2) months notice on either side or payment in lieu thereof .

The terms of appointment of the aforesaid three gentlemen as Executive Directors is governed purely by the terms incorporated in the resolutions passed by the members in AGM and no other and separate contracts of appointments have been executed.

The company has no scheme of stock option.

### **Code of Conduct for Directors:**

The Company has adopted a Code of Conduct for the entire Board and all of its Directors, its KMPs and Senior Management personnel and all of them have affirmed compliance with the said code. The Code is also displayed on the Company's web site. The Annual Report of the Company contains a Certificate duly signed by the Managing Director and CEO in this regard.

## **4. COMMITTEES OF THE BOARD**

The mandatory Committees constituted by the Board of Directors of the Company are as under:

### **(a) Audit Committee:**

The Company's Audit Committee is comprised of 4 Directors of which three are Independent Directors, viz. Mr. Abdul Tahir, Mr. Ranjay K. Dawar and one Executive Director namely Mr. Rajendra Malpani. Mr. Abdul Tahir, an independent Director, presides over the meetings. All the members of the Committee possess adequate and relevant experience in the field of accounts and finance. The term of reference of the Committee have been reviewed and updated to bring the same in conformity with the requirements of newly

enacted Clause 49 of the Listing agreement and now the same, inter-alia, includes,

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. The recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same.
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - (d) Significant adjustments made in the financial statements arising out of audit findings.
  - (e) Compliance with listing and other legal requirements relating to financial statements.
  - (f) Disclosure of any related party transactions.
  - (g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review & monitor auditor's independence, performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary
11. Evaluation of internal financial controls and risk management systems.
12. Examination of the financial statement and the auditors' report thereon.
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
15. Discussion with internal auditors of any significant findings and follow up there on.
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
17. Discussion with statutory auditors before the audit

commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
19. To review the functioning of the Whistle Blower mechanism.
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

During the financial year under report, the Committee met for 5 times on the dates as contained under Table-1 to this governance report.

**(b) Nomination and Remuneration Committee:**

In conformity with the mandate of Section 178 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement, your company constituted a Nomination and Remunerating Committee (NRC) of four directors under the Chairmanship of an Independent Director Mr. Abdul Tahir. of the remaining three, two are independent and one executive Director. The term of reference of the Committee includes:

1. To formulate and lay down the criteria and term and conditions for identifying persons who are qualified to become executive and non executive directors and persons who may be appointed in Senior Management and key Management Positions and to determine their remuneration.
2. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies in the Hotel Industry.
3. To carry out evaluation of every Directors, Key Managerial and Senior Management personnel

and to reward them with compensation linked directly to their efforts, performance, dedication and achievement relating to the company's operations.

4. To retain, motivate and promote talents and to ensure long term sustainability of talented managerial persons and create competitive advantage and devising a policy on Board diversity.

During the financial year under report, the Committee met for 5 (five) times on the dates mentioned under Table-1 to this governance report.

**© Stakeholders' Relationship Committee:**

The Company's Stakeholders' Relationship Committee comprises of Mr. Abdul Tahir, Mr. Ranjay K. Dawar Independent Directors and Mr. Rajendra Malpani, Executive Director. Mr. Abdul Tahir an Independent Director is the Chairman of the Committee.

The term of reference of the Committee comprise, inter-alia, handling grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of Annual reports, etc. Since, no complaint has been received by the Company during the period under report, the committee did not hold any meeting at all.

**(d) Risk Management Committee**

The Board of Directors have approved Risk Management Policy and constituted a committee comprising of four executives of the Hotel undertaking of the Company to deal with the implementation, monitoring and reporting aspects of the risk management function.

The power to review the Risk Management Policy and its deployment within the Company., monitoring the effectiveness thereof, deciding the maximum risk taking ability of the Company and reviewing the major risks of the Company falls within the jurisdiction of the Board of Directors.

**(e) Sexual Harassment Policy & Internal Complaint Committee:**

In term of and in accordance with the provisions contained under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Board has formulated a formal policy and constituted a Internal Control Committee under the Chairmanship of a Woman Employee. Your Board is Confident that the policy is a deterrent one and would discourage harassment of women at all level and at all the time. Till the date of this report, no complaint of sexual harassment of any woman at work place in your company is received and is pending for disposal.

**5. REMUNERATION POLICY:**

Based on the recommendations of the Nomination and Remuneration Committee (NRC) , the Board has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other Employees. The Policy envisages payment of remuneration according to qualification, experience and performance.

The remuneration of the Whole-time Director(s), is recommended by the Nomination and Remuneration Committee based on factors such as industry benchmarks, the Company's performance vis-à-vis the industry, performance/ track record of the Wholetime Director(s) is decided by the Board of Directors within the ceiling specified under Scheduel V to the Companies Act, 2013, subject to approval of Members in General Meeting .

For the present, the remuneration structure of the Company is tailored to the low profitability and the remuneration comprises only of a a fixed component viz. salary, benefits, perquisites and allowances and no performance linked bonus and/or commission is allowed. However, the NRC is vested with powers to recommend annual increments depending upon the performance and other positive attributes.

Keeping in view the financial performance of the

company during preceding three financial year, no commission payable to the Non- Executive Directors is recommended by the NRC. Reimbursement of out of pocket expenses incurred by the Directors for attending the meetings is admissible.

**Appointment of Directors and Criteria for determining qualifications, positive attributes, independence of a Director**

The Nomination and Remuneration Committee (NRC) of the Company is responsible for deciding competency requirements for the aspirant to the office of director of the Company tailored to the industry norms and strategy of the Company. Accordingly, it identifies, meets potential aspirants, examine and measure them on the yardstick of knowledge, skills, and other relevant features before empanelling them for recommending them to the Board.

The NRC has formulated criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Companies Act, 2013, and Clause 49 of the Listing Agreement as under:

1. Independence: An aspirant to the office of director will be considered 'Independent' if he/ she meets with the criteria of 'Independence' contemplated Under the Companies Act, 2013 and the Clause 49 of the Listing Agreement.
2. Competency: The aspirant to the office of Director shall be considered competent enough if he posses a variety of educational qualifications, adequate knowledge and experience of hospitality industry with exposures in the areas of finance, management, accounting, and is able to appreciate the law and regulations governing business environment of the company.

As regards other positive attributes and traits , the NRC is unanimous to the view that the aspirant to the office of director.

1. should not have any other pecuniary relationship with the Company, its subsidiaries, associates or joint ventures and the Company's promoters, except as provided under law.
2. should maintain an arm's length relationship between themselves and the employees as also with other Directors of the Company, its subsidiaries, associates, joint ventures, promoters and stakeholders
3. NO allegations of illegal or unethical behavior must have proved against them in their private/ professional lives.
4. should have sufficient time and energy to devote to the affairs of the Company.

## **6. SUBSIDIARY COMPANIES**

The Company does not have any subsidiary and associates and therefore it has nothing to report in respect thereof

## **7. DISCLOSURES**

### **(i) Related party Transactions:**

The Board has approved a policy dealing with the Related party Transactions, the same is available on the website of the company i.e. noorussabahpalace.com.

There were no materially significant transactions with Related Parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements

All the transactions entered into with Related Parties as defined under Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013, The details of which these transactions are in the Annexure-A to the Auditor's Report.

### **(ii) Adherence of Accounting Standards:**

The Company has followed the Accounting Standards laid down by The Companies (Accounting Standards) Rules, 2006 in the preparation of its financial statements with

During the financial year under report your company is a fully compliant company of the listening conditions and the applicable provisions of the, Companies Act, 2013, rules framed and orders and notifications issued hereunder.

### **(iii) Whistle Blowing Policy :**

Tailored to the requirements of the Companies Act 2013 and the Listing Agreement, the Company has adopted the Whistle Blower Policy to encourage the employees to raise their concerns relating to fraud, malpractice or any other activity or event which is against the Company's interest by reporting the same directly to Chairman of the Audit Committee. The policy is available on the website of the Company under the link [www.noorussabahpalace.com](http://www.noorussabahpalace.com).

### **(iv) Code under SEBI ( Prohibition of Insider Trading) Regulations, 2015**

Pursuant to provisions of the above Regulations, the Company has re-formulated and adopted a Code of Conduct for Prevention of Insider Trading to regulate trading in securities by the Directors and Designated Employees of the Company.

The company has also formulated code of practices & procedure for fair disclosure of sensitive information under the aforesaid regulations and placed a copy thereof on the record of the BSE.

All the Members of the Board and KMPs have submitted their initial disclosures in accordance with the applicable provisions of the Regulations.

### **(v) Code of Conduct for Board of Directors:**

The Company has adopted a code of conduct for its Board Members and senior management and all of

them have affirmed compliance with the code for the financial year under report.

The said Code of Conduct is available on the website of the Company under the link "Noorussabahpalace.com". This report contains a Certificate issued in this respect by the Managing Director of the Company.

**(vii) Management Discussion & Analysis**

A write up on "Management Discussion and Analysis" which forms part of this Annual Report is drawn within the limits set by the competitive position of the company mostly dealing with matters suggested under the Clause 49 of the Listing Agreement

**(viii) Proceeds of issues :**

Since its initial public issue, the company has not gone for raising any further capital in any manner and form, including any public issue, and therefore it has nothing to disclose respecting use of any proceeds of public issues.

**8. DETAILS ON GENERAL MEETINGS:**

Location, date, time and Special Resolutions passed at the Annual General Meetings held in the last 3 years are as under"

Sl.No.	Location	Date	Venue of the meeting
01	City of Bhopal	24th December, 2014	"Reliable House" A-6, Koh-e-fiza, Indore Rolad, Bhopal -462001, MP
02	City of Bhopal	30th day of Sept., 2013	Noor-Us-Sabah Palace, VIP Road, Bhopal-462001, MP
03	City of Bhopal	29th Sept., 2012	Noor-Us-Sabah Palace, VIP Road, Bhopal-462001, MP

All Special Resolutions passed in the previous two Annual General Meetings of the Company were passed with requisite majority.

No Extra-ordinary General Meetings or Court-convened Meetings were held during the last three years.

No Special Resolutions were passed by Postal Ballot during the last year.

**9. MEANS OF COMMUNICATIONS :**

The quarterly, half yearly and yearly financial results of the Company are published in English and vernacular newspapers and brought on the record of Mumbai Stock Exchange immediately after these are approved by the Board approves. These documents are also placed on the website of the Company in the name and style of www.noorussabahplace.com. The shares of the company are listed on Bombay Stock Exchange (BSE), Mumbai, and the format prescribed by the Mumbai Exchange are observed.

The BSE, Mumbai, has launched an online portal in the name and style of "BSE Listing Center" for submission of various documents/ filings by listed companies. All documents in term of listing requirements are submitted to the BSE and also uploaded on the listing Center followed by hard copies of most of the documents by courier services

The Company also files / submits documents on line with the Ministry of Corporate Affairs in term of provisions contained under the Companies Act as may be in force from time to time.

**10. CERTIFICATION OF CEO/MD**

In term of requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, the Managing Director and CEO and the Executive Director & CFO have issued a certificate to the Board, for the year ended March 31, 2015.

**11. REPORT ON CORPORATE GOVERNANCE AND ITS CERTIFICATIONS :**

The Company has been regular in submitting

Compliance Report on Corporate Governance to Stock Exchange on quarterly basis through courier services as well as through uploading on BSE Listing Center portal. A certificate issued by the Statutory Auditors of the Company on the Compliance aspects of Corporate Governance is attached to this report.

## 12. COMPLIANCE OFFICER AND STATUS OF COMPLIANCES:

The Secretary of the Company who holds the office of Compliance Officer too, acts as coordinator for all the meetings of the committees and he ensure that all the provisions of the Listing Agreement and Companies Act are duly complied with. There has been due compliance of all the provisions on the part of the Company.

## 10. General shareholders information:

Date of AGM	:	30th Sept. 2015
Financial Year:	:	2014-15
Book Closure date	:	24th Sept. 2015 to 30th Sept. 2015 both the days inclusive
Dividend payment	:	Not applicable
Venue of the Meeting:	:	Registered Office A-6, Koh-e-fiza, Indore Road, Bhopal-462001
Registered Office:	:	A-6, Koh-e-fiza, Indore Road, Bhopal-462001
Telephone NO.	:	91-0755-2539592
Fax No.	:	0755-2540442
Website	:	www.noorussabahpalace.com
<b>Financial Calendar</b>		
Quarter ending 30th June, 2014	:	August, 2015
Quarter Ending 30th Sept. 2014	:	Nov., 2015
Quarter ending 31st Dec., 2014	:	February, 2016
Quarter ending 31st March, 2014	:	May, 2016

## 13. LISTING ON STOCK EXCHANGES AND SECURITY CODES:

The Equity shares of the company continue to remain listed with Bombay Stock Exchange Ltd.(BSE) and that no listing fee payment is outstanding. The stock code assigned by Mumbai exchange to the security of the company is 532124.

## 14. DISTRIBUTION OF SHAREHOLDINGS:

The category mix of the share shareholdings and its distribution as 31st March, 2015, has been given in the Directors report.

Category of Shareholdings as at 31st March 2014	Nos. held.	Per cent age of total
Promoters, friends, relatives & Persons in concert.	5626155	51.09
Non-resident Indians	1001750	09.10
Indian general public	4384995	39.81
<b>Total</b>	<b>11012900</b>	<b>100.00</b>

## Distribution of shareholdings as at 31st day of March, 2015

No. of shares held	No. of Shareholders	%age of shareholders	Total shares held	%age of holdings
1-100	231	13.61	13918	0.13
101-200	88	5.18	16672	0.15
201-500	789	46.49	381853	3.47
501-1000	264	15.56	239650	2.18
1001-5000	224	13.20	629438	5.72
5001-10000	30	1.77	243575	2.21
10001-100000	51	3.01	1619858	14.71
100001 & above	20	1.18	7867909	71.44
<b>Total</b>	<b>1697</b>	<b>100</b>	<b>11012900</b>	<b>100</b>

## 15. RECONCILIATION OF SHARE CAPITAL AUDIT

In keeping with the requirements of the SEBI and the Stock Exchanges, a Reconciliation of Share Capital by a Practicing Company Secretary holding Certificate of Practice No. 4423 is carried out at the end of every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The said audit confirms that the total issued / paid – up capital tallies with the total of shares held in physical form and dematerialized form held through NSDL and CDSL.

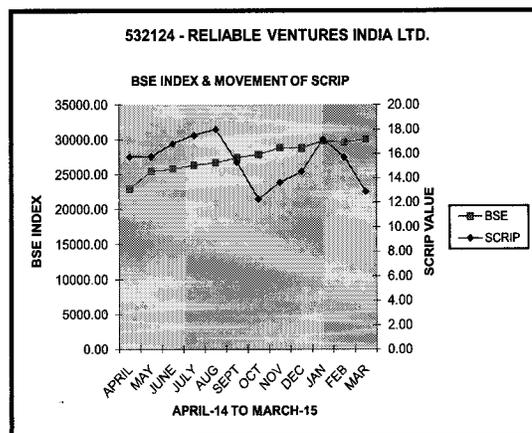
## 16. MARKET PRICE DATE-HIGH-LOW DURING EACH MONTH OF FINANCIAL YEAR:

During the period under report, the equity shares of the company were traded only on BSE. The market price date-high-low price statistics prevailed during the financial year under report is tabulated hereunder:

Months and Year	High Rupees	Low Rupees	Close Rupees	Average Volume in Nos.
Apr-2014	14.75	13.00	13.00	16089
May-2014	12.35	12.00	14.00	32175
June-2014	14.25	13.75	13.75	18847
July-2014	13.08	13.00	17.50	161956
Aug-2014	18.00	14.10	14.60	166595
Sept.2014	15.30	12.45	12.80	16101
Oct.-2014	12.16	11.65	11.65	110
Nov.-2014	12.23	11.74	11.80	3052
Dec2014	11.21	11.21	14.49	6216
Jan-20135	15.20	14.45	15.00	17421
Feb-2015	15.00	12.23	12.23	2229
Mar-2015	11.63	10.83	12.83	8584

## 17. PERFORMANCE OF COMPANY ON BROAD BASED INDICES.

The Performance of the Company as compared to BSE broad based indices is exhibited hereunder:



## 18. DEMATERIALIZATION OF SHARES:

The Company has been allotted ISIN No. INE 419HO1019. As at 31st March, 2015, its issued, subscribed and paid up equity share capital listed on the BSE are 11012900 of Rs. 10/- each, of which 83.69 per cent have been dematerialized as per depository-wise break up is given below:

Shares held Through	Numbers held	%age to total held
National Securities Depository Ltd. (NSDL)	1293892	11.75
Central Depository Services Ltd.(CDSL)	7923008	71.94
<b>Total dematerialized</b>	<b>9296900</b>	<b>83.69</b>
Physical holdings	1796000	16.31
<b>Total:</b>	<b>11012900</b>	<b>100.00</b>

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The Company has not gone so far for issue of ADRs and GDRs and therefore it has noting report in respect thereof.

**19. PLANT/UNIT LOCATION:**

The only hotel undertaking of the Company known as Noor-Ul-Sabah Palace, is located at VIP Road, Koh-e-fiza, in the lake city of Bhopal in the State of Madhya Pradesh-Indian

**20. ADDRESS FOR CORRESPONDENCE:**

Reliable Ventures India Ltd.  
Registered Office  
"Reliable House"  
A-6, Koh-e-fiza,  
Indore Road,  
BHOPAL-462001  
Landline: 0755 2539592  
Fax: 07552540442  
Website: Noorussabahplace.com  
Email: reliablegroup11@gmail.com

**DECLARATION**

In term of the requirements stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, it is hereby declared that all the Members of the Board of Directors and senior Management Personnel of the Company have affirmed that there has been due compliance with Code of Conduct for the financial year ended 31st March 2015

**SIKANDAR HAFIZ KHAN**

**Chairman & Managing Director**

Place : Bhopal

Aug. 24th 2015

**For Behalf of the Board**

**SIKANDAR HAFIZ KHAN**

**Chairman & Managing Director.**

Bhopal:

24/8/2015

## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Reliable ventures (India) Limited

BHOPAL (M.P)

We have examined the compliance of conditions of Corporate Governance by the Reliable ventures (India) Limited for the year ended 31.st March, 2015 as stipulated in clause 49 of the Listing Agreement of the 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 above mentioned listing agreement.

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 M A K & ASSOCIATES,  
Chartered Accountants,

CA SANTOSH KUMAR SHARMA  
PARTNER

Membership No. 077735

Indore:- 24/8/2015

**CFO CERTIFICATION IN TERMS OF SUB-CLAUSE V OF  
CLAUSE 49 OF THE LISTING AGREEMENT.**

Pursuant to the above, we the undersigned officers of M/s. Reliable Ventures India Limited, Bhopal, in connection to the financial year 2014-15 do hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief;

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading and that

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company or the company's code of conduct

© We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies

(d) We have indicated to the auditors and the Audit Committee

(i) n significant changes in internal control over financial reporting during the year, if any,

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements

(iii) 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

(MUKUND GATTANI)  
MANAGER-FINANCE

(SIKANDAR HAFIZ KHAN)  
CHAIRMAN  
&  
MG. DIRECTOR

Bhopal : 24/8/2015

**Table-1**  
**Table containing Statistics concerning Board of Directors relevant to**  
**Financial year ended 31-03-2015**

Amt in Rs.

Sl. No.	Names of Directors	Category	Remunerations paid		No. of Other Directorship Incdgd. pvt cos	Nos. of BM Attended	NO. of audit Committee Mtgs Attended	Nos. of NRC Committee Mtgs Attended	Attendance at the last AGM
			Salary & Perqs	Sitting Fee					
1	Mr. Sikandar Hafiz Khan Mg. Director & Chairman	Promoter-Executive	3993500	10000	9	4	nil	0	0
2	Mr. S. Shankar Narayanan	Executive Director	1189500	10000	8	4	nil	0	yes
3	Mr. Rajendra Malpani	Executive Director	1233500	10000	8	4	5	5	yes
4	Mr. Abdul Tahir	Independent Director	0	10000	10	4	5	5	yes
5	Mr. Ranjay K.Dawar	Independent Director	0	10000	4	4	5	5	yes
6	Mr. Chandan Mitra	Independent Director	0	2500	nil	1	nil	1	nil
7	Ms.Sanober Bano#	Non-executive Director	0	0	nil	0	nil	nil	nil

# appointed on 31-03-2015