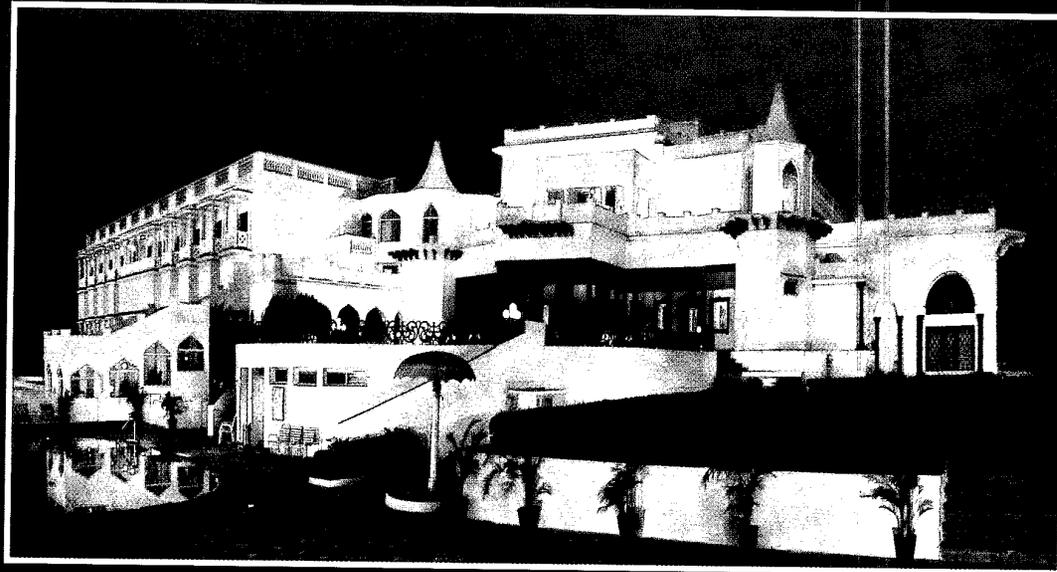


Twenty First Annual Report 2013-2014



RELIABLE VENTURES INDIA LIMITED

Regd Office:

“Reliable House”
A-6, Koh-e-fiza, Indore Road,
Bhopal-462001 (MP)
Phone: 0755-2539592

BOARD OF DIRECTORS:

| | |
|-------------------------|---------------------------|
| Mr. Sikandar Hafiz Khan | - Chairman & Mg. Director |
| Mr. Shankar Narayanan | - Executive Director |
| Mr. Rajendra Malpani | - Executive Director |
| Mr. Abdul Tahir | - Director |
| Mr.Chandan Mitra | - Director |
| Mr. Ranjay K. Dawar | - Director |
| Mr. Parkash Singh | - Director |

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

- Mr. S.S. Raghuwanshi

BANKERS:

ING Vysya Bank Ltd., Bhopal
Bank of Baroda, Bhopal
HDFC Bank Ltd., Bhopal

AUDITORS:

M/s. MAK & Associates,
Chartered Accountants,
Indore, MP
FRN -3060-C

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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 First (21st) Annual General Meeting of the members of Reliable Ventures India Limited will be held on Wednesday , the 24th day of December , 2014 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, 2014 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. Rajendra Malpani (DIN 01502271), 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 M/s/ MAK & Associates, Chartered Accountants (Firm Registration No. 3060-C), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

4. To appoint Mr. Abdul Tahir (DIN: 00215129 as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without

modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Abdul Tahir (DIN: 00215129), one of the on-executive directors who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for five (5) consecutive years effective from the 30th day of September, 2014

5. To appoint Mr. Ranjay Krishan Dawar (DIN: 00016898 as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ranjay Krishan Dawar (DIN: 00016898), one of the non-executive Directors who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for five (5)

consecutive years effective from 30th day of Sept.,2014”

6. To appoint Mr. Chandan Mitra (DIN: 00037634 as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Chandan Mitra (DIN: 000 37634) one of the non-executive Directors of the company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for five (5) consecutive years effective from the 30th day of Sept., 2014..”

7. To re-appoint Mr. Sikandar Hafiz Khan (DIN: 00016616) as Managing Director and in this regard to consider and, if thought fit, to pass, with or without modifications the following resolution as a Special Resolution:

“**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), approval of the Company be and is hereby accorded to the re- appointment of Mr. Sikandar Hafiz Khan, (DIN: 00016616) as Managing Director of the Company, for a period of 3 (Three) years with effect from 1st day of January, 2013, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to

the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sikandar Hafiz Khan , subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To re-appoint Mr. S. Shankar Narayanan, (DIN: 00021561 as a Whole-time Director designated as Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**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), approval of the Company be and is hereby accorded to 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 4 (four) months with effect from 1st day of Sept., 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. S.

Shankar Narayanan , subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To appoint Mr. Rajendra Malpani, (DIN: 01502271) as a Whole-time Director designated as Executive Director and in this regard to consider and, if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"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), approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajendra Malpani (DIN: 0502271) as a Whole-time Director, designated as Executive Director of the Company, for a period of 3 (Three) years with effect from 1st day of October, 2014 on . the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to

Mr. Rajendra Malpani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 9 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. 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.

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
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 INE419H01019. . Members holding shares in physical form are requested to consider converting their holding to dematerialized form to 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 Monday, the 22nd day of December, 2014 to Wednesday, the 24th Day of December, 2014, 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 seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management 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 dematerialised format and whose email Addresses are registered with Depository and / or the Company. For Members who have not registered their email addresses, physical copies of the Annual Reports are being sent by the permitted mode..
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Compnay/ Sharex/Depositories.
11. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (CDSL) Mumbai on all resolutions set forth in this Notice.
12. The instructions for shareholders voting electronically are as under:
 - (i) The voting period **begins on 19th day of December, 2014 at 9.30 AM and ends on 20th Day of December, 2014, at 06.00 PM** . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 21ST November, 2014** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should

enter Folio Number registered with the Company.

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

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

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

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

| For Members holding shares in Demat Form and Physical Form | |
|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | <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"> 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. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. |
| | <ul style="list-style-type: none"> 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) |

below:

confidential.

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

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

(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

(xi) Click on the EVSN for the relevant **Company**

Name i.e. **Reliable Ventures India Limited** > 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 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.
 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 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, under help section or write an email to 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 21st November, 2014..
- 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 t 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 and on the website of CDSL 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.

Sd/-

RAJENDRA MALPANI
EXECUTIVE DIRECTOR

Place: Bhopal.

Date 10th Day of November, 2014

**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 9 in the accompanying Notice:

Item No. 4"Appointment of Mr. Abdul Tahir as an independent Director:

1. History of appointment of individual as director in the Company :

Mr Abdul Tahir was initially appointed as a Director of the Company on 29th July, 2011. He holds the Chairmanship of Audit, Remuneration and Shareholders grievance handling committees of the Company. He is M. Phil in Management with rich experience in strategic business, customer base and sales management and sales forecasting in the segment of hospitality, print media, dairy and dairy products.

CI-49 treatment :

2. Mr Tahir is a Non-Executive Director and considered as Independent under Clause 49 of the Listing Agreement.

Provisions of Cos act 2013 reg independent Directors

3. As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Abdul Tahir has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

Approval by nomination and remuneration Committee :

4. The matter regarding appointment of Mr. Abdul Tahir as an Independent Director was placed

before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director for a period of five consecutive years commencing from the close of the ensuing annual General Meeting

Opinion of Board about suitability :

5. In the opinion of the Board, Mr. Abdul Tahir fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and is independent of the management.

Proposal for approval of members :

6. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Abdul Tahir as Independent Director is now being placed before the Members in general meeting for their approval.
7. Except payment of sitting fee for attending meetings, nothing is paid to Mr. Tahir as an independent Director.
8. Mr. Tahir holds 50,000 equity shares of the Company as at 31st day of March, 2014 which amounts to 0.454% of the total paid up equity shares of the Company.
9. Mr. Tahir may be deemed to be concerned and interested in Item No. 4 as it relates to his appointment as Independent Director of the Company. Other than Mr. Tahir none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 5 : Appointment of Mr. Ranjay K. Dawar as an Independent Director

1. History of appointment of individual as director in the Company :

Mr. Ranjay K. Dawar was initially appointed as a Director of the Company on 29th July, 2011. He holds the Membership of Audit, Remuneration and Shareholders grievance handling committees of the Company. He is MA, LL.B equipped with more than 13 years proven experience of logistics solutions and managing and running tours, travels and transportation business.

Clause 49 treatment :

2. Mr. Dawar is a Non-Executive Director and considered as Independent under Clause 49 of the Listing Agreement.

Provisions of Companies Act, 2013 regarding independent Directors

3. As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Dawar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

Approval by Nomination and Remuneration Committee :

4. The matter regarding appointment of Mr Dawar as an Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director for a period of five consecutive years commencing from the close of the ensuing annual General Meeting

Opinion of Board about suitability :

5. In the opinion of the Board, Mr. Dawar fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and are independent of the management.

Proposal for approval of members :

6. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Dawar as Independent Director is now being placed before the Members in general meeting for their approval.
7. Except payment of sitting fee for attending meetings, nothing is paid to Mr. Dawar as an independent Director.
8. Mr. Dawar does not hold any shares in the company
9. Mr. Dawar may be deemed to be concerned and interested in Item No. 5 as it relates to his appointment as Independent Director of the Company. Other than Mr. Dawar none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Item No. 6: Appointment of Mr. Chandan Mitra as Independent Director:

1. History of appointment of individual as director in the Company:

Mr. Chandan Mitra holds the office of Director with the Company since 31st day of October, 2006. He has been inducted as member of the Remuneration committees of the Company very recently. He is BA (Hon) Economics, MA (History) from DU, D.Phil in Modern History from Oxford University. With very long experience as journalist & Media Person, expert in Mgt. & journalism, besides Ex-Member of Parliament.

Clause -49 treatment :

2. Mr. Chandan Mitra is a Non-Executive Director and considered as Independent under Clause 49 of the Listing Agreement.

Provisions of Companies Act 2013 regarding independent Directors

3. As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Chandan Mitra has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

Approval by Nomination and Remuneration Committee :

4. The matter regarding appointment of Mr. Mitra as an Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director for a period of five consecutive years commencing from the close of the ensuing annual General Meeting

Opinion of Board about suitability :

5. In the opinion of the Board, Mr. Mitra fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and are independent of the management.

Proposal for approval of members :

6. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mitra as Independent Director is now being placed before the Members in general meeting for their approval.
7. Except payment of sitting fee for attending meetings, nothing is paid to Mr. Mitra as an independent Director.
8. Mr. Mitra does not hold any shares in the company

9. Mr. Mitra may be deemed to be concerned and interested in Item No. 6 as it relates to his appointment as Independent Director of the Company. Other than Mr. Mitra none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7: Reappointment and payment of remuneration to Mr. Sikandar Hafiz Khan as Managing Director

1. Members at the Annual General Meeting of the Company held on 30th day of September, 2011, had re-appointed, Mr. Sikandar Hafiz Khan as the Managing Director & designated as Chairman of the Company for a period of 3 years effective January 01st 2011. His present term of appointment expired on 31st day of December, 2014.
2. On the recommendation of the erstwhile Remuneration Committee, the Board of Directors of the Company in its meeting held on 08th day of November, 2013 -subject to the approval of the Members-unanimously approved the re-appointment of Mr. Sikandar Hafiz Khan as the Managing Director designated as Chairman of the Company for a period of 3 years from January 01st day of January 2014 on the same terms and conditions that were applicable to him during his immediately preceding tenure. Further on the recommendation of the Nomination and Remuneration Committee and in the light of slab contained under Schedule V to the Companies Act, 2013, the Board of Directors in its meeting held on 10th day of November, 2014, has revised the remuneration payable to Mr. Sikandar Hafiz Khan from Rs. 2.50,000/- plus admissible perquisite per month to Rs. 3,50,000 per month plus perquisite admissible under Schedule V to the Companies Act, 2013, effective from the 1st day of October, 2014. The terms of re-appointment of Mr. Sikandar Hafiz Khan are as under :

1. **Nature of Duties** : Subject to the supervision and control of the Board of Directors of the Company, the Managing Director & Chairman of the Company shall be in charge of the affairs of the Company and exercise such functions and powers as shall from time to time be entrusted to him by the Board of Directors.
 2. **Period of Agreement** : From 01st day of January, 2014 to 31st December, 2016.
 3. **Remuneration** : Rs. 3,50,000/- 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 the salary within the above maximum amount from time to time. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and take into account the Company's performance as well
 4. **Minimum Remuneration** : Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director & Chairman, 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 Managing Director & Chairman may be terminated either by the Company or the Managing Director & Chairman by giving six month notice or the Company paying six months remuneration in lieu of such notice.
6. **General** :
 - (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 the Managing Director & Chairman ceases to be a Director for any cause whatsoever, he shall also cease to be the Managing Director & Chairman of the Company.
 - (iii) If at any time the Managing Director & Chairman ceases to be the Managing Director of the Company for any cause whatsoever, he shall also cease to be a Director of the Company.
 - (iv) The Managing Director & Chairman shall not be paid any sitting fee during his tenure as such.
 - (v) 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 Managing Director & Chairman, unless specifically provided otherwise.
 - (vi) The Managing Director & Managing Director is being appointed as a Director by virtue of his employment in the Company and his appointment shall be subject, inter-alia, to the provisions of Section 167(c) & (d) 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, 2014 | (Rs. In lacs) |
| | Total Income | 1611.58 |
| | Expenses | 1355.87 |
| | Pre tax Profit | 0255.71 |
| | taxes | 0079.28 |
| | Net profit | 0176.43 |
| | EPS (Rupees) | 1.60 |
| | PE Ratio (Times) | 9.15 |
| | Total Assets | 3285.08 |
| 4. | Foreign investment or collaboration, if any | As at 31st March, 2014, NRI holding in the company is 1001450 shares of Rs.10/- (Rupees ten) representing 9.10 of the total issued, subscribed and paid up share capital |

II. Information about Appointee :

Background details :

Mr. Sikandar Hafiz Khan is a Bachelor of Commerce, one of the key promoters of the company holding 670698 shares representing 6.09 per cent of total paid up share capital of the Company.

Past Remuneration :

For the financial year 2013-14 Mr. Sikandar Hafiz Khan was paid an all inclusive total remuneration of Rs.36.92 lacs.

Recognition and Awards :

Mr. Khan is the key promoter of the Company with around 4 decades of experience as a successful entrepreneur. Under his leadership the hotel undertaking has been conferred "Legend" status by WelcomHeritage.

Job profile :

Mr. Sikandar Hafiz Khan has been largely responsible for overall management of the company under direct control and supervision of the Board of Directors. He has been instrumental to introducing state-of-art-technology and modern methods of business analysis,

organizational restructuring and marketing thereby taking the hotel undertaking to international standards and therefore the best suited hand to take up the responsibility of managing the affairs of the company in term of creativity and services.

Remuneration Proposed :

The remuneration proposed to be paid to Mr. Sikandar Hafiz Khan 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. Sikandar Hafiz Khan, 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, Mr. Sikandar Hafiz Khan has no other direct or indirect pecuniary relationship with the Company and its managerial personnel.

III. Other Information :

Reasons for Loss or Inadequate profits :

Inadequate profits appears to be the results of generally weak demand, excess supply of increase in rooms, low turnout of foreign tourists, restriction on spending by corporate clientele, reduced governmental spending consequential to the year being an election year,

Steps being taken/proposed to be taken for improvement:

Proposed cut on expenditure, rationalization of staff and multitasking across all the departments, streamlining purchase procedure, reduction in food cost and higher market penetration and aggressive marketing are some of the measure which are being taken/ proposed to be taken to improve the profitability.

Expected Increase; in productivity and profits in measurable terms:

It is expected that the aforesaid measure should culminate into adequate growth in turnover and profitability by 5 per cent over and above the figures of current reporting period.

IV. Disclosures :

Requisite details are set out herein above

The Board of Director of the Company recommends passing of the Special Resolution as set out under Item No. 07 of the accompanying notice. Except Mr. Sikandar Hafiz Khan, none of the Directors and 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 busines

Item No. 8: Reappointment of Mr. Shankar Narayanan as Executive Director of the Company.

1. Members at the Annual General Meeting of the Company held on 30th day of September, 2011, had re-appointed, Mr. S. Shankar Narayanan, as an Executive Director of the Company for a period of 3 years effective from 1st day of September, 2011. His present term of appointment expired on January 31st day of August, 2014.
2. On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on 12th day of August, 2014, subject to the approval of the Members, unanimously approved the re-appointment of Mr. Shankar Narayanan, as an Executive Director of the Company for a period of 4 (four) months only from 01st Sept., 2014 on the same terms and conditions as were applicable to him during his immediately preceding tenure. The terms of re-appointment of Mr. Shankar Narayanan, inter-alia, include the following :
 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 :** Four months effective From 01st Sept., 2014 .

- 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 one month notice or the Company paying one months remuneration in lieu of such notice.
- 6. General Conditions :** The general conditions described under item No. 7 above shall apply mutatis mutandis to Mr. S. Shankar Narayanan during his proposed tenure as Executive Director of the Company.

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, 2014 | (Rs. In lacs) Total Income 1611.58 Expenses 1355.87 Pre tax Profit 0255.71 taxes 0079.28 Net profit 0176.43 EPS (Rupees) 1.60 PE Ratio (Times) 9.15 Total Assets 3285.08 |
| 4. | Foreign investment or collaboration, if any | As at 31st March, 2014, NRI holding in the company is 1001450 shares of Rs. 10/- (Rupees ten) representing 9.10 of the total issued, subscribed and paid up share capital |

II. Information about Appointee :

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 :

For the financial year 2013-14 Mr. Shankar Narayanan was paid an all inclusive total remuneration of Rs.11.995, lacs.

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 Narayanan 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, Mr. Shankar Narayanan has no other direct or indirect pecuniary relationship with the Company and its managerial personnel.

Other Information and Disclosures :

The Other Information such as reasons for loss or inadequate profits, steps taken/ being taken for improvement, expected increase in productivity and profits in measurable terms and disclosure aspects covered under Item No. 7 hereinabove hold good in the case of Mr. Shankar Narayanan, too.

The Board of Director of the Company recommends passing of the Special Resolution as set out under Item No. 08 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

Item No. 9'Reappointment of Mr. Rajendra Malpani, Executive Director

Members at the Annual General Meeting of the

Company held on 29th day of September, 2012 had approved the appointment of Mr. Rajendra Malpani as an Executive Director of the Company for a period of 3 years effective from 01st day of October 2011 His present term of appointment expired on 30th day of Sept., 2014.

On the recommendation of the erstwhile remuneration committee, and in exercise of powers conferred by members in the General Meeting, the Board of Directors reviewed the terms of appointment of Mr. Malpani and, inter-alia, approved upward revisions in the remuneration payable to him from initial consolidated Rs. 50,000/- (fifty thousand only) per month to Rs. 75,000/- per month (seventy five thousand only) plus perquisite at par with the employees of the Company effective from the 1st day of Aug., 2013 to his balance tenure as an Executive Director. Further, based on the recommendations of the Nomination and Remuneration committee, the Board of Directors in its meeting held on 10th day of November, 2014, considered and approved his for an another term of 3 (three) years commencing from 1st day of October, 2014 on a monthly salary of Rs. 95000/- plus perquisites admissible under Section IV of Schedule V to the Companies Act. 2013. and on other terms & conditions as under.

1. Nature of Duties : Subject to the supervision and control of the Managing Director, the Executive Director shall manage the Accounts, taxation and financial affairs of the Company and carry out such functions and exercise such powers that shall, from time to time be entrusted to him by the Managing Director.

- 2. Period of Agreement :** Three Years From 1st day of October, 2014 to 30th day of Sept., 2017.
- 3. Remuneration :** Rs. 95,000/- per month, plus perquisites admissible under Section IV of Schedule V to the Companies Act, 2013, with authority to the Board or its Committee to fix, re-fix, restructure and revise the remunerations subject to the ceiling prescribed under the said schedule. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and take into account the Company's performance as well.
- 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 Managing Director & Chairman by giving three month notice or the Company paying three months remuneration in lieu of such notice.
- 6. General conditions :** The general conditions described under item No. 7 above shall apply mutatis mutandis to Mr. Rajendra Malpani during his proposed tenure as Executive Director of the Company.

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, 2014 Total Income Expenses Pre tax Profit taxes Net profit EPS (Rupees) PE Ratio (Times) Total Assets | (Rs. In lacs) 1611.58 1355.87 0255.71 0079.28 0176.43 1.60 9.15 3285.08 |
| 4. | Foreign investment or collaboration, if any | As at 31st March, 2014, NRI holding in the company is 1001450 shares of Rs.10/- (Rupees ten) representing 9.10 of the total issued, subscribed and paid up share capital |

II. Information about Appointee :

Background details :

Mr. Rajendra Malpani is Bechelor of Commerce, followed by Intermediate of Chartered Accountant Course and :Post Graduate Diploma in Management holding directorship of the Company since August, 20th October, 2010 and holds 5007 equity shares of the company representing only 0.45 per cent of total paid up share capital of the Company.

Past Remuneration :

For the financial year 2013-14 Mr. Rajendra Malpani was paid an all inclusive total remuneration of Rs. 8.85 lacs

Recognition and Awards :

Mr. Rajendra Malpani is a young and dynamic management consultant with more than 2 decades experience as consultant in the segment of account, finance and taxation. Under his leadership in the

aforesaid segments, the company has become zero debt-company.

Job profile :

Mr. Rajendra Malpani largely responsible for overseeing the finance, account, internal audit, taxation and costing of services of the hotel undertaking and reports to the Chairman & Managing Director of the Company. His association with company has instilled strict financial disciplines in the aforesaid segments of activities. The Board of Directors of the Company feels that his continued association with the company is vital to the further improvement in the Company.

Remuneration Proposed :

The remuneration proposed to be paid to Mr. Rajendra Malpani, 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 and contribution made by Mr. Rajendra Malpani the proposed remuneration is considered 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, Mr. Rajendra Malpani has no other direct or indirect pecuniary relationship with the Company and its managerial personnel.

Other Information and Disclosures :

The Other Information such as reasons for loss or inadequate profits, steps taken/ being taken for improvement, expected increase in productivity and profits in measurable terms and disclosure aspects covered under Item No. 7 hereinabove hold good in the case of Mr. Rajendra Malpani too.

The Board of Director of the Company recommends passing of the Special Resolution as set out under Item No. 08 of the accompanying notice

Except Mr. Rajendra Malpani, 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

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

| Name of the Director | Mr. Sikandar Hafiz Khan | Mr. S. Shankar Narayanan | Mr. Rajendra Malpani |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|------------------------------------------------------------------|
| Date of birth | Nov. 03, 1949 | 05-05-1952 | 25-10-1965 |
| Nationality | Indian | Indian | Indian |
| Date of initial appointment | 01-09-1992 | 10-08-1996 | 20-10-2010 |
| Date of last reappointment | 01-01-2011 | 29-09-2012 as rotational and 01-09-2011 as an Executive Director | 30-09-2011 as rotational and 01-10-2011 as an Executive Director |
| Qualifications | Bachelor of Commerce | B.Sc & CIIB | B.Com, Intermediate CA and PG diploma in Management. |
| Expertise in functional area | A successful entrepreneur with proven expertise in the segment of project Planning, implementing projects in inds. And service sector | Financial management Project financing and industrial relations | Finance, Account & Taxation |
| Nos of shares held in the Company | 670698 being 6.09 per cent of the paid up capital of the Company | 2000 shares only | 5007 shares |
| List of Directorship in other Indian Public Companies | Reliable Smartcity Ltd. Western Tobacco Ltd. | Reliable Smartcity Ltd | Not applicable |
| Position held in other companies in which he is director as at 31-03-2014 | Directorship | Directorship | Directorship |

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 31ST MARCH, 2014**

Your directors have pleasure in presenting to you their Twenty First Annual Report together with the audited statement of accounts of the company for the 12 months period ended 31st March 2014

FINANCIAL PERFORMANCE :

During the 12 months period ended 31st March, 2014 your company earned an all-inclusive revenue of Rs. 1611.58 Lakhs against Rs 1646.07 lakhs earned in the

corresponding period during the preceding financial year reporting a meager decline of Rs.33.00 lakhs over the corresponding period in the preceding financial year culminating into fall in the EPS by Rs..0.10. per share. This state of affairs is attributed largely to weak demand and excess supply of rooms. Despite this, the net worth of the Company improved by Rs. 229.48 lacs over the preceding financial year. The financial performance of the Company is summarized below:

PROFIT AND LOSS ACCOUNT

| | Amt in Rs. Lakhs | |
|--------------------------------------------------------|------------------|----------------|
| Operating Years | 2013-14 | 2012-13 |
| Net sales | 1568.74 | 1607.77 |
| Other Income | 42.84 | 38.3 |
| Total Income | 1611.58 | 1646.07 |
| Profit before interest and tax | 255.40 | 269.79 |
| Interest payment-Net | 0.00 | 0 |
| Profit before extraordinary items | 255.4 | 269.79 |
| Extraordinary items | 0.31 | -1.36 |
| Profit after extraordinary items but before tax | 255.71 | 268.43 |
| Provision for taxes: | | |
| Current Taxes | 50.34 | 53.73 |
| Less: MAT credit entitlement | -24.11 | -53.73 |
| Deferred tax liability | 53.05 | 81.49 |
| Net profit | 176.43 | 186.94 |
| Total Nos of Equity Shares of Rs. 10- each | 110.129 | 110.129 |
| Basic earning per share of Rs. 10- each | 1.60 | 1.70 |

BALANCE SHEET

Amt in Rs. Lakhs

| Operating Years> | 2013-14 | 2012-13 |
|----------------------------|----------------|----------------|
| Non-current Assets | 2550.17 | 2571.91 |
| Net Current Assets | 504.23 | 314.14 |
| Capital Employed | 3054.40 | 2886.05 |
| Represented by : | | |
| Equity share capital | 1101.29 | 1101.29 |
| Reserve & Surplus | 1108.48 | 932.05 |
| Deferred Tax Assets | 324.77 | 271.72 |
| Net worth | 2534.54 | 2305.06 |
| Loan Fund | 519.86 | 580.99 |
| Capital employed | 3054.40 | 2886.05 |

DIVIDEND

As reported during the preceding year, the company needs financial resources for financing its room addition plan as well to repay the outstanding unsecured loan, your directors do not recommend a dividend for the year

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. 2014 have been as under:

| Category of Shareholdings as at 31st March 2014 | Nos. held. | Percentage of total |
|--------------------------------------------------------|-------------------|----------------------------|
| Promoters, friends, relatives & persons in concert. | 5491012 | 49.86 |
| Non-resident Indians | 1001750 | 09.10 |
| Indian general public | 4520138 | 41.04 |
| Total | 11012900 | 100.00 |

Distribution of Shareholdings as at 31st March 2014

| No. of Shares held | No of Shareholders | % of share Holders | Total Shares held | % of share Holdings |
|--------------------|--------------------|--------------------|-------------------|---------------------|
| 1-100 | 231 | 13.329 | 14150 | 0.13 |
| 101-200 | 98 | 5.655 | 18581 | 0.17 |
| 201-500 | 805 | 46.451 | 388734 | 3.53 |
| 501-1000 | 269 | 15.522 | 244557 | 2.22 |
| 1001-5000 | 225 | 12.983 | 632925 | 5.75 |
| 5001-10000 | 30 | 1.731 | 234654 | 2.13 |
| 10001-100000 | 56 | 3.231 | 1782000 | 16.18 |
| 100001 & above | 19 | 1.096 | 7697299 | 69.89 |
| Total | 1733 | 100 | 11012900 | 100 |

LISTING :

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

BOARD OF DIRECTORS :

In accordance with the applicable provisions of Companies Act 2013 read with the Articles of Association of the Company, one of the Directors Mr. Rajendra Malpani, (DIN 01502271) retires by rotation and is eligible for re-appointment as such.

Besides, pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, it is proposed to appointment Mr. Abdul Tahir(DIN 00215129), Mr. Ranjay K Dawar(DIN 00016898) and Mr. Chandan Gupta (DIN 00037634) as Independent Directors of the Company for a consecutive term of five years each effective from the conclusions of the 30th September 2014.

Accordingly, suitable proposals seeking your approval for the aforesaid reappointment / appointments as Directors are being brought up at the ensuing Annual General Meeting.

Brief resumes of proposed appointee and/ re-appointee nature of their expertise are annexed to this report and forms part of the report.

Based on the confirmations received, none of the Directors are disqualified for appointment under Section 273(1g) of the Companies Act, 1956 and Section 164(2) of the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them your Directors make the following statements in term of Section 217 (2AA) of the Companies Act, 1956

- That in the preparation of the Annual Accounts for the financial year ended 31st March, 2014; the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- That in consultation with the Statutory Auditors the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs

the Company as at 31st March, 2014 and of the profit of the Company for the year ended on that date

- (c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- (d) The annual accounts have been prepared based on going concern concept.

MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

The annexed Management Discussion and Analysis ("MDA") forms a part of this Report and covers, inter-alia, the performance of the Company during the financial year 2013-2014 as well as the future outlook

CORPORATE GOVERNANCE

In term of requirement of Clause 49 of the Listing Agreement, the report on Management Discussion & Analysis, Corporate Governance as well as the certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance, form part of the Annual Report.

AUDITORS :

The auditors of the Company, M/S. MAK & Associates, Chartered Accountants, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. M/s. MAK & Associates have confirmed that their reappointment, if made, will comply with the eligibility criteria prescribed in term of Section 141 (3) of the Companies Act, 2013... Directors recommend their re-appointment as auditors of the Company for the financial year 2014-2015.

The Ministry of Corporate Affairs, Government of India has notified the provisions of Section 139 of the

Companies Act 2013 for appointment and reappointment of auditors effective from 1st day of April, 2014. Pursuant to Section 139(2) of the Companies Act 2013 and rules formulated there under, no listed company shall appoint or reappoint an audit firm as auditors for more than two terms of five consecutive years. Further the aforesaid appointment and reappointment is subject to ratification by the Members of the Company at every Annual General Meeting... The 3rd proviso to Section 139(3) makes it obligatory on the listed companies to comply with this provision within 3 years from the date of the commencement of the Companies Act, 2013...

Pursuant to the 3rd proviso to Section 139(2) aforesaid provisions, the Audit Committee and the Board of Directors of the Company find it worth while to defer the compliance of the Section 139(2) of the Act for the time being and recommend the reappointment of M/s. MAK & Associates only for financial year 2014-15

AUDITORS' REPORT :

The notes on accounts referred to in the Auditors' Report dated 10-11-2014 appended hereto read with the Management Discussion and Analysis and other disclosures made /brought out herein above are almost self-explanatory and, therefore, generally do not require any further or supplemental comments from your Directors.

STATUTORY STATEMENTS:

1. Public Deposit

During the period under report too, your company has not accepted any deposit from public in term of Section 58-A of the Companies Act, 1956 and rules framed and notifications issued there under.

2. Information as per Sec 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended 31st March 2014 are given as under: -

(a) Conservation of Energy :

The basic engineering design of the Hotel is based on optimum energy consumption and provision is made to conserve energy to the maximum possible extent, which would reduce the liability on energy bills.

(b) Technology Absorption :

During the year no amount has been incurred on technology absorption (Previous Year Rs. NIL)

(c) Foreign Exchange Earnings & Outgo :

During the period under report, your company earned Foreign Exchange equivalent to Indian Rupees 1.32 lacs against Rs. 46.28 lacs during the preceding accounting period. During the period under report too, your company did not spend any amount in foreign exchange.

(d) Particulars of employees under section 217(2a) of the companies Act, 1956.

During the period under report, there are no employees on the roll of the Company requiring reporting under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended.

ACKNOWLEDGEMENTS :

Your Directors 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

Bhopal :
Nov., 10th, 2014

Sikandar Hafiz Khan
Chairman

“MANAGEMENT DISCUSSIONS AND ANALYSIS”

Company Approach to the Business

The hospitality industry largely depend on the shape and structure of domestic and international economies. Continuing from the trend of last year the European market along with major Asian giants such as Japan and China are under continuous pressure resulting in slow down on spending. As a result, both international and domestic business segments for the luxury hotels remained muted. In the backdrop of these challenging circumstances, the Hotels business registered a drop in Net profit.

However, with the formation of Industry Friendly and single party majority government at the centre, the economy is all set to start rolling back to normalcy, which should be the good news for Hospitality Industry.

Quality Management

Noor-Us-Sabah Palace, A WelcomHeritage Legend Hotel is the flagship property of WelcomHeritage Group of Hotels, and strict quality parameters have been laid and practiced to adhere to the Brand values, which results in quality service to customers and higher satisfaction level.

Upgradation of Food and Beverage (F&B) Outlets, which has been started should be completed by the end of this financial year. Alongside the work of Upgradation of Standard rooms has been approved, which is continuing and should be completed soon. The various initiatives listed include, standardization of recipes, and focus on best quality food at a reasonable pricing. Banqueting has been a major foray for Noor-Us-Sabah palace and has been a preferred destination for all high end weddings and conference happening in the town.

Procedures (SOP's) are being followed at all operational levels for implementation & for strict adherence which would be constantly reviewed to adapt to the changing service trends of hotel industry.

Performance Review

Due to weak demand and excess supply of rooms, during the period under report, the gross turnover of the company witnessed a slight decline of around 2.43 per cent to Rs resulting into a fall in the pre-tax profit by around 4.74 per cent compared to the preceding operating period. As a incident to this, while the cash and bank balance of the Company improved slightly to Rs. 240.61 lacs from Rs. 212.24 lacs, the debtors rose by around 1 per cent over the previous year to Rs. 94.63 lacs from Rs. 86.92 lacs

Due to the above factors, while the company found it expedient to abandon for the time being its plan of making investment of Rs. 105 lacs on bakery stores, the plan of investment of Rs. 200.00 for addition of room inventory is placed in abeyance. It is expected that with the anticipated boost in the general business scenario, the company would be able to execute its room extension plan during the coming years.

Internal Control Systems :

All necessary controls, financial checks and otherwise as per statutory requirements as also towards making the company a highly profitable venture are in place. Internal controls as regards operations aimed at ensuring that the expenditure is in line with industry norms one in place.. Proper accounting procedures are being strictly adhered to. Total transparency in all transactions is maintained and all statutory licensing and dues to the State and central Government have been updated & are made on time. Reduction in cost will be a major focus area for next FY which will further aid in increasing profit margins and end up in a Healthy Operating Ratio.

To strengthen the internal control system, the company has recently deployed a full-time Chartered Accountant as its Internal Auditor. This deployment would go a long way in effecting cost economy in the operation of the Company

Opportunities

With the formation of New Industry Friendly and single party majority Government at the center, economic projections tend to indicate towards a Boom for the Hospitality Industry during the coming years. The Corporate and Conference segment along with foreign tourist segment is expected to show a decent growth.

The IT Park Bhopal, once commissioned is expected to give a boost to the Hotel business as a whole. The Bhopal Airport is now an International Airport, resulting in increase in number of domestic flights. However, positive impact on the business of the company would be tangible as soon as international flights are routed through the Airport.

The Industrial Summit recently organized by the State Government in the City of Indore is likely to increase the business potential of the hotels situated in the State. Besides, the stress laid by the Central Govt on 'Make in India' would certainly help developing Bhopal as a Production Hub for IT Industry, as it will follow increased business tour to the city over the period of time.

Threats :

Emergence of further competition with the opening of 100 room inventory, coupled with recession in the economy has brought up some more pressure on the Hotel occupancy. Due to this, business scenario, the new entrants are likely to make a dent in the market share of the Company in general and the Food business of the Company in particular.

Besides, hiring and retaining of skilled and experienced hands which has been always a challenge is likely to multiply in coming years. The phenomenal increase in the fuel prices tend to encourage the corporate clients focusing on reducing travel and boarding /lodging expenses to the further detriment to the revenue generating capacity of the company. Besides, in an

effort to cut cost, some of the corporate clients have even taken a step further and bought/hired/running guesthouses for their travelling executives & their offices in the city generally have a conference room attached to take care of routine and other weekly /monthly conferencing.

Risk and Concerns :

With opening of potential competition in the City of Bhopal with strong Banquet players, the Food sales shall definitely be under pressure, since the rates and margin both shall face stiff resistance. The company is however hopeful, that the changing domestic scenario shall bring in more business to the city as a whole. There is definitely a concern about the state Government not doing enough on infrastructure development so as to ease inflow of tourists and corporate.

Human Resources Development :

Looking into the current situation where the margins are under strict pressure, The Hotel Management on its part has initiated a major rationalization in spending, a part of which is manpower management. An external audit has been conducted by the ITC HR team to look into the manpower requirement in each area of work. The report is being implemented and the staff no more required are being scrutinized and the staffing shall be brought to a standardized level. Alongside, continuous up-gradation of skills and service delivery systems /inputs go a long way to make a decisive difference in the hotel industry, as a matter of policy, continues to invest in up-gradation of the quality of its human resources and lays emphasis on efforts to tone up skills of and service delivery by its existing manpower and keep them sponsoring for external training and skill development programmes at selected ITC hotels.

Industrial relations scenario in the company throughout the year remained cordial. The employees remained committed to higher qualitative productivity. The management too on its part played its role in maintaining and promoting harmonious relations

Reason for Low Profitability and Measures to Increase Profits

Major reason for low profitability is the overall pressure on Hospitality Industry due to low turnout of foreign tourists and restriction on part of corporate over spending.

Being the election year also reduced the government spending on conferences and seminars. With the economy slowing down considerably has had a major effect on the profitability of the Hotel.

However, with the formation of populist government, the economy is expected to show a major uptrend in the coming years. Also, VISA on arrival policy is set to majorly boost the tourism resulting in increase in inflow of foreigners.

On the operations side, Hotel has initiated several steps to cut down on expenditure and increase the profitability, few of which are listed below;

1. Rationalizing staffing across all departments, cutting on staff were required and multitasking.
2. Streamlining Purchase agreements with the vendors
3. Strict control on the food cost
4. Higher market penetration, with emphasis on key source markets.

REPORT ON CORPORATE GOVERNANCE IN TERM OF CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES:

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 fully compliant with the requirements of clause 49 of the Listing Agreement with respect to the Corporate Governance as brought in the following paragraphs:

BOARD OF DIRECTORS AND MEETINGS:

Composition of Board :

The Board of Directors comprises of Executive, Non-Executive as well as Independent directors... the Chairman being a Non-Executive Director; half the Board comprised of Non Executive independent Directors, with The Directors possess experience in fields as varied as banking, finance, real estate, marketing and hotelier to social service. The skill and knowledge of the Directors have proved to be of immense value to the Company. The details of Directors seeking re-appointment have been attached along with the Notice of the Annual General Meeting.

"Independent Directors" are Directors who apart from receiving Directors' remuneration, do not have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management, which may affect the independence of the Director.

During the year under review, the Board of Directors of the Company met five times and the period between any two meetings did not exceed four months. The dates of the Board Meetings held during each quarter are as follows:

| Sl.Nos | Date of Meeting | For the quarter |
|--------|-----------------|---------------------------|
| 1. | 29/05/2013 | April to June 2013 |
| 2. | 30/06/2013 | |
| 3 | 31/07/2013 | June to Sept., 2013 |
| 4. | 08/11/2013 | October To December, 2013 |
| 5 | 05/02/2014 | January- March, 2014 |

Except sitting fees for attending meetings, nothing is paid to the Non-Executive Directors of the Company

None of the Directors of the Board serve as members of more than 10 Committees nor are they Chair more than 5 Committees As per the requirements of the Listing Agreement. "Committees" for this purpose include the Audit Committee and the Shareholders' / Investor Grievance Committee constituted under the Clause 49 of the Listing Agreement.

Code of conduct :

The Company has adopted a Code of Conduct for its Board Members and all of them have affirmed compliance with the said Code for the financial year ended March 31, 2014. All Senior Management of the Company have also affirmed compliance with the Code of Conduct. The said Code of Conduct has been placed on the Company's website. www.noorussabahpalace.co.in. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this respect.

AUDIT COMMITTEE :

In term of Clause 49(II) of the Listing Agreement, The Company has an Audit Committee in conformity with the requirements of Clause 49 (II) of the Listing Agreement read with Section 292A of the Companies Act 1956. The Committee consisted of three Directors of which one is executive and the remaining two independent non-executive directors and the Committee is chaired Mr. Abdul Tahir, a financially literate non-executive & independent Director who possesses enough requisite experience & expertise in corporate finance and accounting aspects. Representatives of Statutory Auditors and CFO of the Company are permanent invitees to the Committee meetings. To bring the term of reference of the Company in conformity with the requirements of provisions contained under Section 177 of the Companies Act, 2013,, the term of reference of the committee has been reviewed and as of today,

the term of reference of the committee inter-alia, includes

1. Overseeing company's financial reporting process and disclosure of its financial information to ensure the correctness sufficiency and credibility thereof
2. Recommending appointment and removal of internal and statutory auditors, fixation of audit fee and approval for payment for other services rendered by them.
3. Reviewing the statutory and financial reporting of the company-including the reporting under the listing requirements
 - Evaluation of internal financial control and risk management systems.
 - Scrutiny of the inter-corporate loans and investments
 - Approval and any subsequent modifications of transaction of the company with related parties.
 - Undertaking review and monitoring of auditors independence and performance and effectiveness of the audit process.
4. Formulation, application and reviewing and effecting changes in the Accounting financial polices and practices in consultation with the Auditors.
5. Compliance with the Listing and other requirements concerning financial statements.
6. Handling issues relating to internal and external audit programs and matters arising out of them
7. Examining the adequacy and effectiveness of accounting and financial control with due regard to laws and regulations governing them.
8. Appointment of, changes in and fixation and payment of remuneration to the tax auditors of the company and internal auditors.

9. Reviewing with the management the quarterly and annual financial statements before submission to board for approval and compliance with statutory provisions governing the entire gamut of accounting activities and corporate compliance aspects of the Company
10. Discussions with internal and statutory auditors before commencement of audit, nature and scope of audit along with post audit discussions aimed at ascertaining areas of concern, if any,.
11. To see that the accounting standards specified by the ICAI are duly observed and the resources of the company are put to the optimum use.

Further, to ensure that the Committee is able to fulfill its role effectively, it has been vested with powers of making investigations of any activity within its terms of reference, seeking information from any employee(s), resorting to need based outside legal and professional services and securing attendance of outsiders with relevant expertise. Audit Committee meetings are attended by invitation by the representative of the Auditors and Executive of the Company handling its finance and account functions and its Secretary coordinates the meetings. The Chairman of the Audit Committee was present at the last Annual general Meeting of the Company.

Periodicity of meetings

During the period under report, the Audit Committee met for 5 times including one prior to finalization of the accounts of the Company under the Chairmanship of the said non-executive and independent director. All the members and representative of the statutory auditors attended the meetings.

Remuneration Committee :

The Company has a Remuneration Committee consisting of two non-executive independent and one Executive Director headed by Mr. Abdul Tahir, one of

the non-executive independent Directors. Keeping in view the provisions contained under Section 178 of the Companies Act, 2013, read with corporate governance requirements under listing agreement, the Board of Directors in their meeting held on 12th day of August, 2014 reconstituted the Committee, reviewed its term of reference and also changed its nomenclature to "Nomination and Remuneration Committee". After the said reconstitution and review the committee comprises of four members as under :

| Sl.No. | Name of the | Designation | Nature of |
|--------|----------------------|---------------------|-----------------------------|
| | Director | in the Committee | Directorship |
| 1. | Mr. Abdul Tahir | Chairman | Non-executive & independent |
| 2. | Mr. Chandan Mitra | Member | Non-executive & independent |
| 3. | Mr. Ranjay K. Dawar | Member | Non-executive & independent |
| 4. | Mr. Rajendra Malpani | Member | Executive |

The terms of reference of the Committee, includes, inter-alia, the following

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

During the year ended 31st March, 2014, the Committee met only once in its erstwhile constitution and all the Members attended the meeting.

Stakeholders Relationship Committee

With a view to consider and resolve the grievances of the security holders of the Company, The Company has a Shareholders/ investors grievance Committee. This Committee too is manned by members of this erstwhile Remuneration committee and in keeping with the requirements of sub-section (5) of Section 177 of the Companies Act, 2013, the Board of Directors changed its nomenclature to "Stakeholders Relationship Committee" effective from 12th day of August, 2014.

SUBSIDIARY COMPANIES :

For the present, the company does not have any subsidiary.

DISCLOSURES :

Related Party Transactions:

The company has not entered into any transactions of material nature with the promoters, directors, and the management, or their relatives that may have potential or actual conflict with the interest of the company. The detail of transactions can be seen as part of Annexure to their audit report attached to the Balance Sheet.

Besides no strictures have been imposed upon the company by any regulatory authorities for non-compliance of any applicable laws, rules and regulations

Disclosure of Accounting Treatment

The company has followed all relevant Accounting Standards while preparing the financial statements.

Risk Management :

The Company operate an hotel undertaking in the name and style of Noor-Us-Sabah Palace located in the posh

area of the lake city of Bhopal in the state of Madhya Pradesh and the hotel is equipped with all modern facilities and safety equipments coupled with requisite authority in one of the Executive Directors and the head of operation of hotel in conformity with the risk associated with the hospitality industry and is confident to avert any potential or probability of any kind of risk associated with the hospitality industry .

Proceeds from Public Issue :

During the period under report, the Company did not go for raising its capital in any way including public issue and, therefore, it has nothing to report with respect to use of the proceeds of public issues.

Remuneration to Directors :

During the period under report, there have been no material transactions with the Non-executive Directors vis-à-vis the Company. Besides, except payment of remuneration to the Managing Director of the Company and payment of sitting fee and reimbursement of actual expenses incurred in connection with participation meetings, nothing is paid to the Non- Executive Directors of the Company.

Three of the Directors of the Company namely Mr. S. Shankar Narayanan, Mr. Abdul Tahir, and Mr. Rajendra Malpani hold 2000 and 50,000 and 5007 equity shares of the Company respectively as at the date of this report.

Management :

The Management Discussion and Analysis Report prepared in accordance with the requirement of clause 49 of the Listing agreement have been prepared and forms part of this Annual Report.

Besides, during the period under report no material transactions have been entered into by the Company with its Promoters, Directors or with their relatives or the management that may have a potential conflict with interests of the Company.

General body meeting:

The relevant statistics with respect to the immediately preceding three Annual General Meeting of the Company is given hereunder which were attended by majority of the Directors of the Company :

| Sl.No. | Location | Date | Venue of the meeting |
|--------|----------------|-------------------------|--------------------------------------------------|
| 01 | City of Bhopal | 30th day of Sept., 2013 | Noor-U-Sabah Palace, VIP Road, Bhopal-462001, MP |
| 02 | City of Bhopal | 29th Sept., 2012 | Noor-U-Sabah Palace, VIP Road, Bhopal-462001, MP |
| 03 | City of Bhopal | 30th Sept., 2011 | Noor-U-Sabah Palace, VIP Road, Bhopal-462001, MP |

During the period under report your Company did not pass any special resolutions by use of Postal Ballot and that during the immediately preceding three years too no such business was transacted by use of the said mode of ballot.

Means of Communication :

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.co.in . Besides, the code of conduct for the Board Members and Senior Managerial Personnel is available on the website of the company. The shares of the company are listed on 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.

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.

CFO CERTIFICATION :

In term of clause 49, the requisite certification has been made and the certificate duly signed by the CFO and the Managing Director of the Company is annexed to this report.

REPORT ON CORPORATE GOVERNANCE :

The Company regularly submits to the Stock Exchange within prescribed time period quarterly reports on Corporate Governance in hard copy as well as soft copy thorough BSE Listing Center. A Certificate from the Statutory Auditors on the Corporate Governance is attached as an annexure to this Report.

Compliance Officer and status of complaints :

The Secretary of the Company who hold the office of Compliance Officer too, acts as coordinator for all the meetings of the committees including matters relating to shareholders. The Committee ensures that all the matters relating to the shareholders are taken care of promptly and your directors are pleased to inform you that the Company did not receive any complaints from shareholders whatsoever and no complaint is pending for disposal with the company and, similarly, no case of share transfer is pending with the aforesaid Registrar & Share Transfer Agents of the Company. With a view to ensure that grievances of the stakeholders are considered and redressed expeditiously, very recently, the Registrar and Transfer Agents have been authorized to take care on line of the Complaints aspects of the Company directly under intimation to the Company.

Whistle blower policy:

In term of Section 178 of the Companies Act 2013, read with the requirements of corporate governance, the Company has formulated and adopted a Whistle Blower policy pursuant to which employees can raise their concerns, if any, relating to fraud, malpractice or any other activity and/or event which prejudices and acts against the interest of the Company. Even before prior to this formal policy, as a matter of practice no personnel is denied access to the Audit Committee.

GENERAL SHAREHOLDERS INFORMATION :

| | |
|---------------------------------|------------------------------------------------------------------------|
| Date of AGM | : 24th day of December, 2014 |
| Financial Year: | : 2013 |
| Book Closure date | : ,22nd December, 2014 to 24th December ,2014, 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.co.in |
| Financial Calendar | > |
| Quarter ending 30th June, 2014 | August, 2014 |
| Quarter Ending 30th Sept.2014 | Nov., 2014 |
| Quarter ending 31st Dec., 2014 | February, 2015 |
| Quarter ending 31st March, 2014 | May, 2015 |

Listing on Stock Exchanges and Security codes :

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

DELISTING FROM REGIONAL STOCK EXCHANGES

In view of the availability of nation-wide trading terminal with BSE and non-availability of any value added services from the MPSE and DSE coupled with the fact that almost whole of the trading volume of equity shares of the company for the entire listing period has been on Bombay Stock Exchange only, on applications being made to MPSE and DSE, the equity shares of the company have already been de-listed from the regional stock exchange namely Madhya Pradesh Stock Exchange followed by requisite notification of the fact of delisting and that similar notification from DSE is awaited.

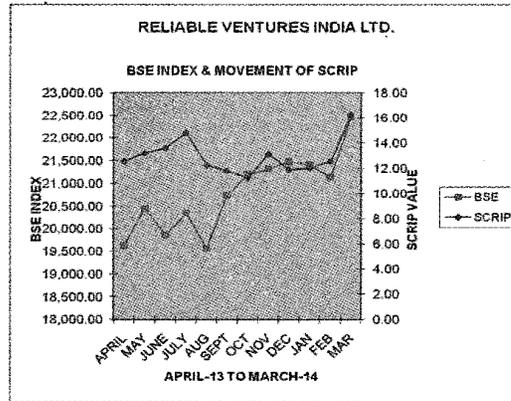
Market Price date-high-low during each month of Financial Year:

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-2013 | 12.55 | 11.97 | 12.55 | 350 |
| May-2013 | 13.21 | 12.00 | 13.21 | 3097 |
| June-2013 | 13.6 | 12.00 | 13.60 | 5610 |
| July-2013 | 14.80 | 11.00 | 11.00 | 33025 |
| Aug-2013 | 12.25 | 10.50 | 10.65 | 219241 |
| Sept.2013 | 11.81 | 11.55 | 11.23 | 5290 |
| Oct.-2013 | 11.23 | 9.3 | 10.2 | 4923 |
| Nov.-2013 | 13.12 | 9.22 | 11.90 | 8452 |
| Dec2013 | 11.90 | 9.06 | 9.06 | 882 |
| Jan-2014 | 12.00 | 8.61 | 10.90 | 2579 |
| Feb-2014 | 12.54 | 10.46 | 12.54 | 796 |
| March-2014 | 16.25 | 13.16 | 15.49 | 4780 |

Performance of company to broad based indices.

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



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.

Distribution of Shareholdings:

The category-mix of the shareholdings and its distributions as at 31st March, 2014 have been as under:

| Category of Shareholdings as at 31st March 2014 | Nos. held. | Per cent age of total |
|----------------------------------------------------|------------|-----------------------|
| Promoters, friends, relatives & persons in concert | 5491012 | 49.86 |
| Non-resident Indians | 1001750 | 09.10 |
| Indian general public | 4520138 | 41.04 |
| Total | 11012900 | 100.00 |

Distribution of shareholdings as at 31st day of March, 2014

| No. of shares held | No. of Shareholders | %age of shareholders | Total shares held | %age of holdings |
|--------------------|---------------------|----------------------|-------------------|------------------|
| 1-100 | 231 | 13.329 | 14150 | 0.13 |
| 101-200 | 98 | 5.655 | 18581 | 0.17 |
| 201-500 | 805 | 46.451 | 388734 | 3.53 |
| 501-1000 | 269 | 15.522 | 244557 | 2.22 |
| 1001-5000 | 225 | 12.983 | 632925 | 5.75 |
| 5001-10000 | 30 | 1.731 | 234654 | 2.13 |
| 10001-100000 | 56 | 3.231 | 1782000 | 16.18 |
| 100001 & above | 19 | 1.096 | 7697299 | 69.89 |
| Total | 1733 | 100 | 11012900 | 100 |

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 number of shares held in physical form and the total number of dematerialized shares held through NSDL and CDSL

Dematerialization of shares :

The Company has been allotted ISIN No. INE 419H01019. As at 31st March, 2014, its issued, subscribed and paid up equity share listed with the BSE are 11012900 numbers of Rs. 10/- each of which 83.65 per cent have been dematerialized as per depository-wise break up given hereunder:

| Shares held Through | Numbers held | %age to total held |
|--------------------------------------------|---------------------|---------------------------|
| National Securities Depository Ltd. (NSDL) | 888785 | 8.07 |
| Central Depository Services Ltd.(CDSL) | 8323815 | 75.58 |
| Total dematerialized | 9212600 | 83.65 |
| Physical | 1800300 | 16.35 |
| Total | 11012900 | 100.00 |

The company has not so far gone for ADRs and GDRs issues and therefore it has nothing to report in respect thereof.

Plant / unit Location :

The Company is operating a hotel undertaking known as Noor-Us-Sabah Palace, located at VIP Road, Koh-e-fiza, in the lake city of Bhopal, in the State of Madhya Pradesh. (India)

Address for Correspondence:

Reliable Ventures India Limited,
Registered Office,
Reliable House,
A-6, Koh-e-Fiza,
Indore, Road,
Bhopal, M.P. 462 001
Phone-0755 2539592

FOR & ON BEHALF OF THE BOARD

SIKANDAR HAFIZ KHAN
CHAIRMAN & MG. DIRECTOR

Bhopal: Nov. 10, 2014

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, 2014

SIKANDAR HAFIZ KHAN

CHAIRMAN & MANAGING DIRECTOR

Place: Bhopal

Nov. 10, 2014

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, 2014 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,
Firm registration No. 03060C

CA RAVINDRA MAHESHWARI
PARTNER
Membership No.418118

Bhopal:. Nov., 10, 2014

**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 2013-14 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: Nov. 10, 2014

M A K & ASSOCIATES

Chartered Accountants

Chaturvedi Mansion, 3rd Floor, 26/4, Old Palasia,
Opp. Bank of Baroda, A.B. Road, INDORE – 452018 (M.P)
Tel: 0731- 2563776, 2563777 Fax: 0731-2562590
E-mail: maknassociates@rediffmail.com

INDEPENDENT AUDITOR'S REPORT

To
The Members of
RELIABLE VENTURES INDIA LIMITED

We have audited the accompanying financial statements of **RELIABLE VENTURES INDIA LIMITED**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements

and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

- e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**For MAK & ASSOCIATES
Chartered Accountants
Firm Registration No. 03060C**

**(CA. RAVINDRA MAHESHWARI)
Partner
M. No. : 418118**

**Place: Bhopal
Date : 10/11/2014**

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of RELIABLE VENTURES INDIA LIMITED on the accounts of the company for the year ended 31st March, 2014.

* * * * *

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

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

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.

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

(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii(d) of the order are not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
- 4 In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us we report that:
 - (a) the particulars of contracts or arrangements referred to Section 301 that needed to be

- | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>entered in the Register maintained under the said Section have been so entered.</p> <p>(b) where any or more of such transactions as per "Annexure A part II" is/are in excess of Rs. 5.00 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant.</p> <p>6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.</p> <p>7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.</p> <p>8. As the company is in service industry therefore question of maintenance of cost records under section 209(1) (d) of the Companies Act, 1956, does not arise.</p> <p>9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.</p> <p>(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.</p> <p>10. The Company does not have any accumulated loss and has not incurred cash loss during the</p> | <p>financial year covered by our audit and in the immediately preceding financial year.</p> <p>11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.</p> <p>12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.</p> <p>13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.</p> <p>14. According to books of Accounts of the company, the Company had made investments in Liquid Mutual Fund of Reliance Capital Management Limited.</p> <p>15. According to the information and explanations given to us, the Company has given a guarantee of Rs. 80 Lakhs for loan taken by others from a bank or financial institution.</p> <p>16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.</p> <p>17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.</p> <p>18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the</p> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Company has not made any preferential allotment of shares during the year.

19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For MAK & ASSOCIATES,

Chartered Accountants,

Firm Registration No. 03060C

(CA. RAVINDRA MAHESHWARI)

Partner

M.No.:418118

Place : Bhopal

Date : 10/11/2014

BALANCE SHEET .
RELIABLE VENTURES INDIA LIMITED
As at 31st March, 2014

| Particulars | Note No | As at 31.03.2014 | As at 31.03.2013 |
|----------------------------------------------------------------------------------|-------------------|---------------------------------------------|-------------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | 2 | 110,129,000.00 | 110,129,000.00 |
| (a) Share Capital | 3 | 110,847,926.97 | 93,204,632.29 |
| (b) Reserves and Surplus | | - | - |
| (c) Money received against share warrants | | - | - |
| (2) Share application money pending allotment | | - | - |
| (3) Non-Current Liabilities | 4 | 51,985,986.15 | 59,179,558.86 |
| (a) Long-term borrowings | | 32,476,993.06 | 27,172,435.10 |
| (b) Deferred tax liabilities (Net) | | - | - |
| (c) Other Long term liabilities | | - | - |
| (d) Long term provisions | | - | - |
| (4) Current Liabilities | | - | - |
| (a) Short-term borrowings | 5 | 5,780,602.31 | 6,252,615.15 |
| (b) Trade payables | 6 | 6,880,406.11 | 5,555,643.62 |
| (c) Other current liabilities | 7 | 10,406,840.66 | 15,726,617.96 |
| (d) Short-term provisions | | - | - |
| Total | | 328,507,755.26 | 317,220,502.99 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | 8 | 219,760,610.96 | 226,886,350.33 |
| (i) Tangible assets | | - | - |
| (ii) Intangible assets | | 5,909,216.66 | 3,532,792.01 |
| (iii) Capital work-in-progress | | - | - |
| (iv) Intangible assets under development | | - | - |
| (b) Non-current investments | | - | - |
| (c) Deferred tax assets (net) | 9 | 2,374,389.00 | 2,312,517.00 |
| (d) Long term loans and advances | 10 | 26,972,393.79 | 24,647,189.96 |
| (e) Other non-current assets | | - | - |
| (2) Current assets | 11 | 14,414,996.52 | - |
| (a) Current investments | 12 | 7,824,098.91 | 6,147,098.83 |
| (b) Inventories | 13 | 9,462,682.72 | 8,692,026.07 |
| (c) Trade receivables | 14 | 24,060,674.24 | 21,224,591.11 |
| (d) Cash and cash equivalents | 15 | 17,673,348.42 | 23,777,937.68 |
| (e) Short-term loans and advances | 16 | 55,344.04 | - |
| (f) Other current assets | | - | - |
| Total | | 328,507,755.26 | 317,220,502.99 |
| SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS | | | |
| 1 | | | |
| AS PER OUR REPORT OF EVEN DATE ATTACHED | | | |
| For M A K & Associates, Chartered Accountants Firm Registration No. 03060C | | For and on behalf of the Board of Directors | |
| CA. Ravindra Maheshwari (Partner) M.No. 418118 | Company Secretary | Managing Director | Director |
| Place : Bhopal Date : 10/11/2014 | | | Place : Bhopal Date : 10/11/2014 |

STATEMENT OF PROFIT AND LOSS
RELIABLE VENTURES INDIA LIMITED
For the year ended 31st March, 2014

| Particulars | Note No | For the year ended 31.03.2014 | For the year ended 31.03.2013 |
|------------------------------------------------------------------------------------------------|--------------------------|---------------------------------------|-------------------------------|
| I. Revenue from operations | 17 | 156,874,255.82 | 160,776,400.45 |
| II. Other Income | 18 | 4,283,707.59 | 3,830,323.97 |
| III. Total Revenue (I +II) | | 161,157,963.41 | 164,606,724.42 |
| IV. Expenses: | | | |
| Cost of materials consumed | 19 | 42,323,346.72 | 47,221,979.54 |
| Purchase of Stock-in-Trade | | | |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | | - | - |
| Employee benefit expense | 20 | 38,684,686.99 | 36,005,833.76 |
| Other expenses | 21 | 42,474,601.67 | 42,923,747.38 |
| IV. Total Operating Expenses | | 123,482,635.38 | 126,151,560.68 |
| V. Profit before interest, depreciation, exceptional items, extraordinary items and tax | | 37,675,328.03 | 38,455,163.74 |
| Financial costs | 22 | 42,356.26 | 48,867.11 |
| Depreciation and amortization expense | | 12,093,431.28 | 11,427,147.52 |
| VI. Profit before exceptional and extraordinary items and tax | (III - IV) | 25,539,540.50 | 26,979,149.11 |
| VII. Exceptional Items | | - | - |
| VIII. Profit before extraordinary items and tax | | 25,539,540.50 | 26,979,149.11 |
| IX. Extraordinary Items | 23 | (31,517.00) | 136,129.22 |
| X. Profit before tax (VII - VIII) | | 25,571,057.50 | 26,843,019.89 |
| XI. Tax expense: | | | |
| (1) Current tax (MAT) | | 5,033,964.70 | 5,372,875.96 |
| Less MAT Credit Entitlement | | 2,410,759.83 | 5,372,875.96 |
| Net Current tax | | 2,623,204.87 | - |
| (2) Deferred tax | | 5,304,557.95 | 8,148,567.87 |
| XII. Profit(Loss) from the period from continuing operations | (VII-VIII) | 17,643,294.68 | 18,694,452.02 |
| XIII. Profit/(Loss) from discontinuing operations | | - | - |
| XIV. Tax expense of discounting operations | | - | - |
| XV. Profit/(Loss) from Discontinuing operations (XII - XIII) | | - | - |
| XVI. Profit/(Loss) for the period (XI + XIV) | | 17,643,294.68 | 18,694,452.02 |
| XVII. Earning per equity share: | | | |
| (1) Basic | | 1.60 | 1.70 |
| (2) Diluted | | 1.60 | 1.70 |
| For M A K & ASSOCIATES, Chartered Accountants Firm Registration No. 03060C | | For and on behalf of the board | |
| CA. Ravindra Maheshwari (Partner) M.No. 418118 | Company Secretary | Managing Director | Director |
| Place : Bhopal Date : 10/11/2014 | | Place : Bhopal Date : 10/11/2014 | |

RELIABLE VENTURES INDIA LIMITED

NOTE-1

1. CORPORATE INFORMATION

Reliable ventures India Limited is a public Company domiciled in India and incorporated under the provisions of the companies Act 1956. Its share is listed on two stock exchanges in India. The company is engaged in the hospitality business. The company caters in domestic market.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The accounts have been prepared to comply in all material aspects with applicable accounting principles in India (Indian GAAP), the Accounting Standards (Accounting Standard Rules 2006 as amended) issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

The accounting policies adopted in preparation and presentation of financial statement are consistent with those of previous year except as suitably explained.

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

(A) SIGNIFICANT ACCOUNTING POLICIES

CHANGE IN ACCOUNTING POLICY

PRESENTATION AND DISCLOSURE OF FINANCIAL STATEMENTS

Financial Statements during the year ended 31st March 2014, is prepared according to the revised schedule VI notified under the Companies Act 1956, for the preparation and presentation of its financial statements. The adoption of revised schedule VI does not impact recognition and measurement principles followed for

preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has reclassified the head of expenses & income and also previous year figures in accordance with the requirements applicable in the current year.

USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

ACCOUNTING CONVENTION AND REVENUE RECOGNITION:

The financial statements have been prepared in accordance with Historical Cost Convention. Both Income and Expenditure items are recognized generally on Accrual basis.

The Income from Rooms, Food & Beverages and allied services has been accounted for net of taxes, if any.

FIXED ASSETS:

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition for its intended use. Expenditure for additions, modifications, improvements and renewals are capitalized and expenditure for maintenance and repairs are charged to the Statement of Profit and loss. When assets are sold or discarded, their cost and accumulated depreciation are removed from the accounts and any gain or loss resulting from their disposal is included in the Statement of profit and loss.

As the lease tenure is for a long period and the whole project of the company is based on the subjected Land, Building & Interior, amount of refundable deposit against leasehold Land, Building & Interior and Leasehold land has been taken in Fixed Assets on the basis of going concern concept.

DEPRECIATION:

- a. Deposit on leasehold Land, Building & Interior are not amortized or depreciated over period of lease because the deposit is refundable at the expiry of lease of 30 years, subject to renewal.
- b. Depreciation on other fixed assets is provided using the straight line method at the rates specified in Schedule XIV to the Companies Act, 1956 (as amended).

INVENTORIES:

Inventories of Foods, Beverages, Crockery & Cutlery, and Engineering & Maintenance, House keeping and Stationary items are valued at cost whereas Crockery & Cutlery, House Keeping items in circulation are valued at net estimated value. Residuals (wastage) are valued at net realizable value.

TAXES ON INCOME:

(a) Current Tax:

Provision for income tax is made on the Basis of book profit as envisaged as per the provisions of section 115JB of the Income Tax act 1961 or on the normal profit considering all applicable deductions, set off and disallowances as the case may be.

(b) Deferred Tax:

A provision is made for deferred tax of all timing differences arising between taxable incomes and accounting income at currently enacted tax rates (without surcharge and education cess applicable thereon). Deferred Tax Assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

SUNDRY DEBTORS/CREDITORS:

Sundry debtors/creditors are stated at net of Misc. balances written off, which are not realizable / payable as per management opinion.

RETIREMENT BENEFITS:

Contribution to defined contribution schemes such as Provident Fund, Employees State Insurance and Employees Group Gratuity Scheme etc. are charged to the Statement of Profit and Loss on accrual basis.

FOREIGN CURRENCY TRANSACTIONS:

Foreign currency transactions arising during the year are recorded at the exchange rate prevailing at the date of transaction. Exchange Fluctuations arising on payment or realisation are dealt with in the Statement of Profit & Loss.

(B) NOTES TO THE ACCOUNTS:

1. CONTINGENT LIABILITIES

The company is contingently liable for:

| S.No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|------|---------------------------------------------------------------------------------------------------------------|------------------|------------------|
| 1. | Guarantee given by the company to ING Vysya Bank for loan taken by the Reliable Dairy Farm & Products P. Ltd. | 80,00,000/- | 80,00,000/- |

2. Some of the customers & suppliers accounts are subject to confirmation / reconciliation, which is in progress.
3. Extra Ordinary items shown in Statement of P & L consist of Prior period Adjustment account aggregating to Rs. 31,517.00 (net Credit) (previous year the amount was Rs. 1,36,129.22, (Net Debit))
4. The company extends the benefits of the encashment of leave to its employees at the option of the employee and is accounted for as and when claimed.
5. Out of the total creditors, amount due to Small Scale Industries, cannot be segregated pursuant to the notification issued by the Department of Company Affairs, as none of the creditors have provided the information about their status.
6. Long term borrowing of a sum of Rs. 5,19,85,986.15 (Previous year Rs. 5,91,79,558.86) are due to body corporate and individuals in which some of the directors are interested as director and/or shareholders. Maximum outstanding amount during the year is Rs. 5,91,79,558.86/- (Previous year Rs. 7,73,33,509.26/-) on the basis of individual lender.
7. In the opinion of the Directors, current assets, loans & advances have the value at which they are stated in the Balance Sheet if realised in the ordinary course of business.
8. As the turnover of the company includes sale of Rooms, Foods & Beverages etc., it is not possible to give quantity wise details of the turnover and of Food & Beverages consumed.
9. All raw materials, provisions & beverages consumed are indigenous.
10. Value of Imports (calculated on CIF bases) in respect of:

| | 2013-14 | 2012-13 |
|------------------|---------|---------|
| Provision Stores | NIL | NIL |
| Capital Goods | NIL | NIL |
11. Receipts in Foreign currency

| | 2013-14 | 2012-13 |
|--|-----------------|-----------------|
| | Rs.31,15,200.90 | Rs.46,28,063.00 |
12. Company has 38 non-resident shareholders holding 1001750 equity shares of Rupees 10/- each. The company has not declared any dividend (Previous year – 28 Non Resident Shareholders holding 1001760 equity shares of Rs 10/- each which were allotted under 39 folios).

13. NET DEFERRED TAX ASSETS / (LIABILITIES)

| Particulars | Upto 31.3.2013 | (Charged) / Credited in P&L account for current year. | Closing As on 31.03.2014 |
|----------------------------------------|----------------------|----------------------------------------------------------------|--------------------------------|
| A) Deferred Tax Assets: | | | |
| Unabsorbed losses under I.T. Act. | 4706316.15 | (4706316.15) | 0.00 |
| Other timing differences | 33679.46 | 0.00 | 33679.46 |
| Total (A) | 4739995.61 | 4706316.15 | 33679.46 |
| B) Deferred Tax Liabilities: | | | |
| Depreciation differences | 31912430.71 | 598241.80 | 32510672.51 |
| Other timing differences/(Reversal) | 0.00 | 0.00 | 0.00 |
| Total (B) | 31912430.71 | 598241.80 | 32510672.51 |
| Total (A-B) | (27172435.10) | (5304557.95) | (32476993.06) |
| Net Deferred Tax Assets/ (Liabilities) | (27172435.10) | (5304557.95) | (32476993.06) |

NOTES:

- a. In accordance with Accounting Standard 22, Accounting for taxes of Income issued by the Institute of Chartered Accountants of India, during the year under review the company has Charged Rs. 53,04,557.95/- in Statement of Profit and Loss towards Deferred Tax Liability.

14. EARNING PER SHARE

| Particular | Year ended 31.03.2014 RS. | Year ended 31.03.2013 RS. |
|--------------------------------------------------------------|------------------------------|------------------------------|
| Net Profit / (Loss) attributable to Shareholders. | 1,76,43,294.68 | 1,86,94,452.02 |
| Weighted average number of equity shares in issue. (In nos.) | 1,10,12,900 | 1,10,12,900 |
| Basic earnings per share of Rs. 10/- each. | 1.60 | 1.70 |

The Company does not have any outstanding dilutive potential equity shares. Consequently the basic and diluted earning per share of the company remain the same.

18. AUDITOR'S REMUNERATION

| | 31.03.14 | 31.03.13 |
|---------------------------------|-----------|-----------|
| Audit fees | 60,000.00 | 60,000.00 |
| Tax audit fees | 15,000.00 | 15,000.00 |
| Service Tax | 9,270.00 | 9,270.00 |
| Total (A) | 84,270.00 | 84,270.00 |
| Other services (Review & Cert.) | 8,000.00 | 8,000.00 |
| Service Tax | 1,000.00 | 1,000.00 |
| Total (B) | 9,000.00 | 9,000.00 |
| TOTAL (A+B) | 93,270.00 | 93,270.00 |

15. RELATED PARTY DISCLOSURE:-

In terms of Accounting Standard 18 issued by The Institute of Chartered Accountants of India, regarding "Related party disclosures", the desired information is annexed as Annexure "A" forming part of annual financial statements.

16. The company is in the business of Hotel, Restaurant & allied activities and all its services fall in the same segment as nature of the services,

its commercial location, the regulatory environment and resulting risks and rewards associated with these business lines are not materially different and is consequently, not subject to segment reporting as defined in AS-17 issued by the Institute of Chartered Accountants of India.

17. Directors remuneration amounting to Rs. 50.03 Lacs (Previous year Rs. 47.02 Lacs).

19. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006.

There are no Micro and Small Scale business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31.03.2014. This information as required to be disclosed under the micro, Small and Medium enterprises development Act, 2006 has been determined to the extent such parties have been identified on the basis of information, available with the company.

20. During the year company has not made any addition in deposit on Leasehold Land and Leasehold Land Building & Interior.

21. Accumulated depreciation on Computer upto 31.03.2013 was Rs 41,46,675.73/- while Gross block of the same was Rs. 44,92,871.00/- therefore Depreciation on opening value has been charged maximum upto the amount of gross block of computer i.e Rs. 3,46,195.27/-

22. Provision for income tax amounting to Rs. 50.34 lacs (current tax) is made in the current year, in view of the "book profit" as envisaged in section 115 JB of the Income Tax Act, 1961.

23. The figures for the previous year have been regrouped / rearranged wherever necessary.

As per our report of even date attached.

For MAK & ASSOCIATES
For and on behalf of the Board
Chartered Accountants,
Firm Registration No. 03060C

(CA. RAVINDRA MAHESHWARI)

PARTNER
Membership No.: 418118

Company Secretary

Managing Director

Place : Bhopal

Date : 10/11/2014

NOTES FORMING PART OF BALANCE SHEET

NOTE-2
SHARE CAPITAL

| PARTICULARS | March 31, 2014 No. of Shares | March 31, 2014 (in Rs.) | March 31, 2013 No. of Shares | March 31, 2013 (in Rs.) |
|----------------------------------------------------------------------------------------------|---------------------------------|----------------------------|---------------------------------|----------------------------|
| AUTHORISED CAPITAL | | | | |
| Equity Shares of Rupees 10/- each (Previously 2,50,00,000 Equity shares of Rs. 10/- each) | 25,000,000 | 250,000,000.00 | 25,000,000 | 250,000,000.00 |
| ISSUED, SUBSCRIBED & PAID UP CAPITAL | | | | |
| (1,10,12,900 Equity Shares of Rupees 10/- each Fully paid up) | 11,012,900 | 110,129,000.00 | 11,012,900 | 110,129,000.00 |
| TOTAL | 11,012,900.00 | 110,129,000.00 | 11,012,900.00 | 110,129,000.00 |

Annexure "a"

a) Reconciliation of no. of share outstanding is set below

| PARTICULARS | March 31, 2014 No. of Shares | March 31, 2014 (in Rs.) | March 31, 2013 No. of Shares | March 31, 2013 (in Rs.) |
|---------------------------------------------|---------------------------------|----------------------------|---------------------------------|----------------------------|
| Equity Shares at the beginning of the year | 11,012,900 | 110,129,000.00 | 11,012,900 | 110,129,000.00 |
| Add: Shares issued | - | - | - | - |
| Equity Shares at the end of the year | 11,012,900.00 | 110,129,000.00 | 11,012,900.00 | 110,129,000.00 |

b) Shareholder's name holding more than 5 % shares

| Name of Shareholder | NO. OF SHARES HELD AS | % SHARES HELD AS | NO. OF SHARES HELD AS | % SHARES HELD AS |
|-------------------------------------|-----------------------|------------------|-----------------------|------------------|
| | March 31, 2014 | March 31, 2014 | March 31, 2013 | March 31, 2013 |
| 1. Elegance Infratech Pvt. Ltd. | 2,110,406.00 | 19.16% | 2,110,406.00 | 19.16% |
| 2. Reliable Global Venture Pvt Ltd. | 1,507,666.00 | 13.69% | 1,507,666.00 | 13.69% |
| 3. Mr. Sikandar Hafiz Khan | 670,698.00 | 6.09% | 504,198.00 | 4.58% |
| Total | 4,288,770.00 | 38.94% | 4,122,270.00 | 37.43% |

NOTE-3
RESERVE & SURPLUS

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|---------------------------------------|-----------------------|----------------------|
| Capital reserve | 2,466,000.00 | 2,466,000.00 |
| Security Premium | 9,690,000.00 | 9,690,000.00 |
| Statement of Profit & loss | | |
| Opening balance | 81,048,632.29 | 62,354,180.27 |
| Profit earn during the year | 17,643,294.68 | 18,694,452.02 |
| TOTAL | 110,847,926.97 | 93,204,632.29 |

**NOTE-4
LONG TERM BORROWINGS**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|---------------------------------------|-----------------------|-----------------------|
| Unsecured Borrowings | | |
| From Bodies Corporate | 51,485,986.15 | 58,679,558.86 |
| From Individuals | 500,000.00 | 500,000.00 |
| (Please refer Note No. 6 of Note- 1) | | |
| TOTAL | 51,985,986.15 | 59,179,558.86 |

Note : The classification of Unsecured loan from Bodies corporate taken as long term borrowings in view of repayment of the loan is not fallen due during the period of 12 months from the reporting date.

**NOTE-5
TRADE PAYABLES**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|---------------------------|-----------------------|-----------------------|
| Sundry Creditors | | |
| - For Supplies & Expenses | 5,780,602.31 | 6,252,615.15 |
| TOTAL | 5,780,602.31 | 6,252,615.15 |

**NOTE-6
OTHER CURRENT LIABILITIES**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|--------------------|-----------------------|-----------------------|
| Other liabilities | 6,880,406.11 | 5,555,643.62 |
| TOTAL | 6,880,406.11 | 5,555,643.62 |

**NOTE-7
SHORT TERM PROVISIONS**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|-----------------------------|-----------------------|-----------------------|
| PROVISIONS : | | |
| Corporate Tax A. Y. 2014-15 | 5,033,964.70 | - |
| Corporate Tax A. Y. 2013-14 | 5,372,875.96 | 5,372,875.96 |
| Corporate Tax A. Y. 2012-13 | - | 5,320,584.00 |
| Corporate Tax A. Y. 2011-12 | - | 5,033,158.00 |
| TOTAL | 10,406,840.66 | 15,726,617.96 |

**NOTE -8
FIXED ASSETS**

| ASSETS | GROSS BLOCK | | DEPRECIATION | | NET BLOCK | | | |
|------------------------------------|-----------------------|---------------------|--------------|-----------------------|----------------------|-----------|-----------------------|---------------------|
| | AS ON 01.04.2013 | ADDITIONS | DEDUCTIONS | AS ON 31.03.2014 | FOR THE YEAR | DEDUCTION | AS ON 31.03.2014 | AS ON 31.03.2013 |
| LEASEHOLD LAND & BUILDING INTERIOR | 22,750,000.00 | - | - | 22,750,000.00 | - | - | 22,750,000.00 | 22,750,000.00 |
| BUILDING | 163,077,346.85 | 330,438.01 | - | 163,407,783.86 | 2,553,237.08 | - | 163,407,783.86 | 133,528,635.34 |
| SANITARY INSTALLATION | 2,299,321.13 | 107,968.00 | - | 2,407,290.13 | 38,163.78 | - | 2,407,290.13 | 1,956,804.77 |
| PLANT & MACHINERY | 86,633,469.18 | 1,627,362.89 | - | 88,260,832.07 | 4,264,585.51 | - | 88,260,832.07 | 46,801,586.86 |
| FURNITURE & FIXTURES | 37,394,695.80 | 2,224,282.00 | - | 39,618,977.80 | 3,685,812.80 | - | 39,618,977.80 | 33,435,093.93 |
| COMPUTER | 4,492,871.00 | 197,980.00 | - | 4,690,851.00 | 354,321.86 | - | 4,690,851.00 | 6,183,883.87 |
| VEHICLE | 12,555,066.00 | 479,660.00 | - | 13,034,726.00 | 1,196,310.25 | - | 13,034,726.00 | 189,853.41 |
| Total | 328,202,768.96 | 4,987,651.90 | 0.00 | 334,170,460.86 | 12,093,431.28 | - | 322,077,029.58 | 8,348,846.61 |
| Previous Year | 311,974,997.96 | 17,244,271.00 | 16500.00 | 329,202,768.96 | 90,888,271.11 | - | 238,314,497.85 | 226,886,350.33 |
| | | | | | | | | 221,065,726.85 |

**NOTE-9
LONG TERM LOANS & ADVANCES**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|--------------------|-----------------------|-----------------------|
| Sundry Deposits | 2,374,389.00 | 2,312,517.00 |
| TOTAL | 2,374,389.00 | 2,312,517.00 |

Note : In view of nature, continuity from last years and non realisable within 12 months, Sundry Deposits has been classified as long term loans and advances

**NOTE-10
OTHER NON CURRENT ASSETS**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|--------------------------------|-----------------------|-----------------------|
| MAT Credit Entitlement | 22,285,679.79 | 19,874,919.96 |
| Creditors having Debit balance | 4,676,714.00 | 4,762,270.00 |
| Security Deposits | 10,000.00 | 10,000.00 |
| TOTAL | 26,972,393.79 | 24,647,189.96 |

**NOTE-11
CURRENT INVESTMENTS**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|--------------------|-----------------------|-----------------------|
| Investment | 14,414,996.52 | - |
| TOTAL | 14,414,996.52 | - |

**NOTE-12
INVENTORIES**

(As valued & Certified by management at cost)

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|---------------------------------|-----------------------|-----------------------|
| Cosmetics | 401,649.34 | 342,285.56 |
| Crockery & Cutlery | 1,843,375.55 | 1,668,168.57 |
| Engineering & Maintenance Store | 66,848.33 | 100,039.10 |
| Food Beverages & Grossory | 1,747,770.63 | 931,375.25 |
| House Keeping Store | 2,244,364.26 | 1,828,561.04 |
| LDO/ Fire Wood | 1,295,080.00 | 1,013,985.00 |
| Printing & Stationery | 225,010.80 | 262,684.31 |
| TOTAL | 7,824,098.91 | 6,147,098.83 |

NOTE-13

TRADE RECEIVABLES

(Unsecured & Considered Good)

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|--------------------|-----------------------|-----------------------|
| Over Six Months | 2,301,155.46 | 1,234,686.90 |
| Others | 7,161,527.26 | 7,457,339.17 |
| TOTAL | 9,462,682.72 | 8,692,026.07 |

Note : Guest balance as on reporting date Rs7,46,143.63 included in Other Trade receivables, being bill raised by the system but not issued to the customers.

NOTE-14

CASH & CASH EQUIVALENT

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|---------------------------|-----------------------|-----------------------|
| Cash in hand | 3,213,514.27 | 1,484,260.06 |
| BALANCE WITH BANKS | | |
| In Current Accounts | 7,325,610.51 | 10,029,767.63 |
| In Fixed Deposits | 13,521,549.46 | 9,710,563.42 |
| TOTAL | 24,060,674.24 | 21,224,591.11 |

NOTE-15

SHORT TERM LOANS & ADVANCES

(Unsecured/unconfirmed & Considered good)

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|----------------------------------------|-----------------------|-----------------------|
| Sundry Deposits | - | - |
| Advance recoverable in cash or in kind | 4,981,032.82 | 5,629,773.92 |
| Other | | |
| Advance Income Tax | 10,414,723.76 | 15,364,685.59 |
| Tax deducted at source | 2,277,591.84 | 2,783,478.17 |
| TOTAL | 17,673,348.42 | 23,777,937.68 |

Note : In view of nature and realisable within 12 months, Sundry Deposits and Advances Recoverable in cash or in kind has been classified as Short term loans and advances.

NOTE-16

OTHER CURRENT ASSETS

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|------------------------------|-----------------------|-----------------------|
| 50% Cenvat Credit Differment | 38,455.00 | - |
| Cenvat Credit Receivables | 16,889.04 | - |
| TOTAL | 55,344.04 | - |

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS

**NOTE-17
REVENUE FROM OPERATION**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Rooms Tariff | 57,218,043.10 | 62,851,471.94 |
| Foods & Beverages | 94,992,113.45 | 92,766,708.21 |
| Rental & Other related revenues | 3,083,999.86 | 3,643,064.85 |
| Other Services- Includes Income from Telephone & Telex Rs. 0.04 Lacs (Previous year 0.05 Lacs) | 1,580,099.41 | 1,515,155.45 |
| TOTAL | 156,874,255.82 | 160,776,400.45 |

**NOTE-18
OTHER INCOME**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|--------------------------------|-----------------------|-----------------------|
| Interest received from Banks | 1,028,711.48 | 1,260,097.57 |
| Misc. Income | 2,839,999.59 | 2,570,226.40 |
| Dividend on Liquid Mutual Fund | 414,996.52 | - |
| TOTAL | 4,283,707.59 | 3,830,323.97 |

**NOTE-19
COST OF MATERIALS AND OTHER OPERATING COSTS**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|--------------------------------------|-----------------------|-----------------------|
| Food & Beverages Items | 29,077,211.68 | 30,933,885.26 |
| Uniforms, Linen & Operating Supplies | 2,188,438.41 | 4,703,459.88 |
| Crockery & Cutlery | 142,652.39 | 1,059,469.30 |
| Power, Fuel & Gas | 10,915,044.24 | 10,525,165.10 |
| CONSUMPTION DURING THE YEAR | 42,323,346.72 | 47,221,979.54 |

**NOTE-20
EMPLOYEES BENEFIT EXPENSES**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|------------------------------------|-----------------------|-----------------------|
| Salaries, Wages and other benefits | 27,849,049.00 | 25,458,151.00 |
| Provident Fund and ESI | 2,939,708.00 | 2,840,208.00 |
| Staff Welfare | 2,893,061.99 | 3,005,238.76 |
| Director's Salary and Allowances | 5,002,868.00 | 4,702,236.00 |
| TOTAL | 38,684,686.99 | 36,005,833.76 |

**NOTE-21
OTHER EXPENSES**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|------------------------------------------------------|-----------------------|-----------------------|
| Advertising Publicity & Other Promotional Exp. | 1,701,779.98 | 1,614,606.00 |
| Auditors Remuneration | 84,270.00 | 84,270.00 |
| Bought Out Services ,Banquet, Musical & Kitchen Exp. | 8,552,347.00 | 9,222,613.00 |
| Cable, T. V. Expenses | 645,947.00 | 240,671.00 |
| Computer Expenses | 364,807.00 | 331,428.00 |
| Director's Sitting Fees | 40,000.00 | 85,000.00 |
| Discount & Commission | 1,870,837.98 | 1,871,662.53 |
| Electricity & Water Charges | 8,254,497.00 | 8,038,214.00 |
| Fees & Subscription | 5,633,900.00 | 6,567,271.00 |
| Freight & Cartage | 180,079.00 | 271,767.00 |
| Garden Expenses | 284,150.10 | 358,738.90 |
| Guest Stationery | 1,326.00 | - |
| Health Club Expenses | - | 18,461.00 |
| Hire & Commission Charges Exps. | 220,536.99 | - |
| Insurance | 167,000.00 | 435,988.00 |
| Interest to others | 4,374.00 | 10,954.00 |
| Lease Rent | 72,000.00 | 72,000.00 |
| Legal & Professional Exp. | 603,957.00 | 835,153.00 |
| Miscellaneous Expenses | 84,092.00 | 142,792.00 |
| Newspaper, Books & Periodicals | 84,283.00 | 102,313.00 |
| Parking Rent | - | 72,000.00 |
| Postage, Telephone & Telex | 758,796.00 | 757,799.00 |
| Printing and Stationery | 1,320,232.73 | 1,721,648.11 |
| Purchase Miscellaneous | 894,194.85 | 354,472.36 |
| Rates & Taxes | 2,168,142.53 | 1,204,218.51 |
| Rental Charges others | 1,787,412.00 | 1,344,710.00 |
| Repairs & Maintenance | 4,895,772.34 | 5,518,258.11 |
| Security Services | 875,333.00 | 1,089,041.00 |
| Swimming pool Expenses | 7,020.00 | 22,624.00 |
| Traveling & Conveyance | 548,332.00 | 230,770.00 |
| Washing & Laundry Expenses | 369,182.17 | 304,303.86 |
| TOTAL | 42,474,601.67 | 42,923,747.38 |

**NOTE-22
FINANCIAL COST**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|---------------------------|-----------------------|-----------------------|
| Bank Commission & Charges | 42,356.26 | 48,867.11 |
| TOTAL | 42,356.26 | 48,867.11 |

**NOTE-23
EXTRA ORDINARY ITEM**

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|-----------------------|-----------------------|-----------------------|
| Prior Period Expenses | (31,517.00) | 136,129.22 |
| TOTAL | (31,517.00) | 136,129.22 |

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March, 2014

| PARTICULARS | March 31, 2014 | March 31, 2013 |
|-----------------------------------------------------------------|---------------------------------------|-----------------------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit / (Loss) before Tax and Extraordinary items | 25,539,540.50 | 26,979,149.11 |
| Adjustment for : | | |
| Add: Depreciation | 12,093,431.28 | 11,427,147.52 |
| Bank Charges | 42,356.26 | 48,867.11 |
| Prior period adjustment | 31,517.00 | (136,129.22) |
| Less: Interest Income | 1,028,711.48 | 1,260,097.57 |
| Foreign Exchange Fluctuation Loss/(Gain) | 2,567.00 | 16,573.82 |
| Dividend income on Liquid Mutual Fund | 414,996.52 | - |
| Operating Profit before working Capital changes | 36,260,570.03 | 37,042,363.13 |
| Adjustment for Changes in : | | |
| Trade & Other Receivables | (9,136,407.95) | (4,408,505.94) |
| Inventories | (1,677,000.08) | 1,091,460.02 |
| Add: Mat Credit entitlement | 2,410,759.83 | 5,372,875.96 |
| Trade and Other payables | (4,467,027.65) | 5,126,183.41 |
| Cash Generated From Operations | 23,390,894.18 | 44,224,376.58 |
| Less: Current Tax | 5,033,964.70 | 5,372,875.96 |
| NET CASH GENERATED FROM OPERATING ACTIVITIES | A 18,356,929.48 | 38,851,500.62 |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Capital Work in Progress | (2,520,839.66) | (4,493,750.00) |
| Purchase of Fixed Assets | (4,823,276.88) | (15,464,108.00) |
| Movement in Loans & Advances and other non current assets | (2,387,075.83) | (4,922,215.20) |
| Interest Received | 1,028,711.48 | 1,260,097.57 |
| Dividend income Liquid Mutual Fund | 414,996.52 | - |
| NET CASH USED IN INVESTING ACTIVITIES | B (8,287,484.38) | (23,619,975.63) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds /(Repayment) of Long Term Borrowings | (7,193,572.71) | (18,153,950.40) |
| Proceeds /(Repayment) of Short Term Borrowings | - | - |
| Bank Charges | (42,356.26) | (48,867.11) |
| NET CASH USED IN FINANCING ACTIVITIES | C (7,235,928.97) | (18,202,817.51) |
| Effect of Exchange Differences on Foreign Currency Transactions | D 2,567.00 | 16,573.82 |
| NET INCREASE / (DECREASE) IN CASH & CASH EQUIVLENT | 2,836,083.13 | (2,954,718.71) |
| Cash & Cash Equivalent(Opening Balance) | 21,224,591.11 | 24,179,309.82 |
| Cash & Cash Equivalent (Closing Balance) | 24,060,674.24 | 21,224,591.11 |
| Net Increase/(Decrease) in Cash & Cash Equivalents | 2,836,083.13 | (2,954,718.71) |
| For MA K & ASSOCIATES | For and on behalf of the Board | |
| Chartered Accountants | | |
| Firm Registration No. 03060C | | |
| CA. Ravindra Maheshwari | (Company Secretary) | (Managing Director) |
| (Partner) | | (Director) |
| M.No. 418118 | | |
| Date : 10/11/2014 | | Date: 10/11/2014 |
| Place : Bhopal | | Place : Bhopal |

MAK & ASSOCIATES

Chartered Accountants

Chaturvedi Mansion, 3rd Floor, 26/4, Old Palasia,
Opp. Bank of Baroda, A.B. Road, INDORE – 452018 (M.P)
Tel: 0731- 2563776, 2563777 Fax: 0731-2562590
E-mail: maknassociates@rediffmail.com

AUDITOR'S CERTIFICATE

We have examined the above Cash Flow Statement of **RELIABLE VENTURES INDIA LIMITED** for the year ended 31st March 2014. The statement has been prepared by the company in accordance with the requirements of clause 32 of listing agreement and is based on and is in agreement with the corresponding Statement of Profit & Loss and Balance Sheet of the company covered by our report dated November 10, 2014 to the members of the company.

**For MAK & ASSOCIATES,
Chartered Accountants,
Firm Registration No. 03060C**

**(CA. RAVINDRA MAHESHWARI)
Partner
M. No. 418118**

Place : Bhopal
Date : 10.11.2014

ANNEXURE "A"
PART - I
LIST OF RELATED PARTY

| NAME OF DIRECTOR | NAME OF CONCERN / PARTY |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. SIKANDAR HAFIZ KHAN | Reliable Tours & Travels (India) Pvt. Ltd. Reliable Smartcity Limited Elegance Infratech Pvt. Ltd. Reliable Global Venture Pvt. Ltd. SHK & Co. Reliable Dairy & Farm Products Pvt Ltd. |
| Mr. S. SHANKAR NARAYANAN | Reliable Tours & Travels (India) Pvt. Ltd. Reliable Smartcity Limited Reliable Cig & Tobacco Inds. Pvt. Ltd. Reliable Consumer Products Pvt. Ltd. |
| Mr. ABDUL TAHIR | Elegance Infratech Pvt Ltd. Reliable Global Venture Pvt. Ltd. Noor-Us-Sabah Housing Projects Pvt. Ltd. Ideal Multimedia Network Pvt. Ltd. Mandideep Engg. & Packaging Inds. Pvt. Ltd. |
| Mr. RAJENDRA MALPANI | Reliable Carriers Pvt Ltd. Noor-Us-Sabah Housing Projects Pvt. Ltd. |
| Mr. RANJAY K. DAWAR | Reliable Tours & Travels (India) Pvt. Ltd. Reliable Carriers Pvt Ltd. |

TRANSACTIONS WITH RELATED PARTIES ARE MENTIONED IN PART-II OF ANNEXURE "A"

ANNEXURE "A"

PART - II

TRANSACTIONS WITH RELATED PARTIES

| SI No. | NAME OF THE COMPANY / PERSON | NAME OF THE INTERESTED DIRECTOR | NATURE OF THE TRANSACTION | OPENING BALANCE THE YEAR | GOODS/ SERVICES TAKEN DURING THE YEAR | GOODS/ SERVICES GIVEN DURING THE YEAR | PAYMENT RECEIVED DURING THE YEAR | PAYMENT MADE DURING THE YEAR | CLOSING BALANCE |
|--------|-----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------|-----------------------------|---------------------------------------|---------------------------------------|----------------------------------|------------------------------|--------------------------|
| 1. | RELIABLE CONSUMER PRODUCTS PVT. LTD. | 1. S. SHANKAR NARAYANAN | LOAN TAKEN | 787.00 Cr. | 0.00 | 0.00 | 0.00 | 0.00 | 787.00 Cr. |
| 2. | RELIABLE TOURS & TRAVELS (INDIA) PVT. LTD. (Previously known as MIDLAND TRAVELS PVT. LTD.) | 1. SIKANDAR HAFIZ KHAN 2. S. SHANKAR NARAYANAN 3. RANJAY K. DAWAR | HIRE & Commission Ticket | 3,70,310.00 Dr. 0.00 | 8,46,959.00 2,49,148.00 | 0.00 0.00 | 0.00 0.00 | 3,46,286.00 2,49,148.00 | 1,30,383.00 Cr. 00.00 |
| 3. | IDEAL MULTIMEDIA NETWORK PVT. LTD. (Previously known as RELIABLE MULTIMEDIA AND ENTERPRISES PVT. LTD.) | S. SHANKAR NARAYANAN | ADVERTISEMENT & PUBLICITY GOODS/SERVICES GIVEN DURING | 0.00 Cr. | 1,42,375.00 | 0.00 | 0.00 | 1,10,525.00 | 31,850.00 Cr. |
| 4. | RELIABLE CARRIER PVT. LTD. | 1. RANJAY K. DAWAR 2. RAJENDARA MALPANI | Loan Taken | 45,23,572.71 Cr. | 0.00 | 0.00 | 0.00 | 45,23,572.71 | 0.00 |
| 5. | KALEEM ULLAH KHAN | 1. SIKANDAR HAFIZ KHAN | Loan Taken | 5,00,000.00 Cr. | 0.00 | 0.00 | 0.00 | 0.00 | 5,00,000.00 Cr. |

| | | | | | | | | | | | | |
|----|----------------------------------------------------------------------------------------|------------------------------------------------|-----------------------------|--------------------------------|------------------------------|------|------|------|------------------------------|------|------|--------------------|
| 6. | RELIABLE DAIRY & FARM PRODUCTS PVT. LTD. | 1. SIKANDAR HAFIZ KHAN 2. RAJENDARA MALPANI | GOODS/SERVICES GIVEN DURING | 0.00 Cr. | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | MILK | 39,911.50 Cr. | 0.00 | 0.00 | 0.00 | 0.00 | 39,911.50 Cr. | 0.00 | 0.00 | 0.00 |
| | | | WATER | 10,725.42 Cr. | 4,70,605.28 | 0.00 | 0.00 | 0.00 | 4,46,455.00 | 0.00 | 0.00 | 34,875.70 Cr. |
| | | | Loan Taken | 3,81,15,529.15 Cr. | 0.00 | 0.00 | 0.00 | 0.00 | 26,70,000.00 | 0.00 | 0.00 | 3,54,45,529.15 Cr. |
| 7. | RELIABLE GLOBAL VENTURE PVT. LTD. (PREVIOUSLY KNOWN AS REHBAR HOLDING & FIN PVT. LTD.) | 1. SIKANDAR HAFIZ KHAN 2. ABDUL TAHIR | | | | | | | | | | |
| 8. | RELIABLE NATURE BAZAAR | 1. SIKANDAR HAFIZ KHAN | GROCERY Mutton Chicken | 88,507.03 Cr. 74,154.65 Cr. | 16,10,532.16 25,16,319.35 | 0.00 | 0.00 | 0.00 | 16,99,039.19 27,16,847.00 | 0.00 | 0.00 | 0.00 |
| 9. | ELIGANCE INFRATECH P. LTD. | 1. SIKANDAR HAFIZ KHAN 2. ABDUL TAHIR | LEASE PROPERTY DEPOSIT | 75,00,000.00 Dr. | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 75,00,000.00 Dr. |

M A K & ASSOCIATES

Chartered Accountants

Chaturvedi Mansion, 3rd Floor, 26/4, Old Palasia,
Opp. Bank of Baroda, A.B. Road, INDORE – 452018 (M.P)
Tel: 0731- 2563776, 2563777 Fax: 0731-2562590
E-mail: maknassociates@rediffmail.com

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 31.03.2014 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,
Firm Registration No. 03060C

Bhopal
10.11.2014

CA RAVINDRA MAHESHWARI
PARTNER
M. No. 418118

RELIABLE VENTURES INDIA LIMITED:

CIN: L22354MP1992PLC007295

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

| | | | |
|----------------------------------------------|--|-----------------------------------------------|--|
| Name of the member(s): Registered address | | e-mail Id: Folio No/ *Client Id: *DP Id | |
|----------------------------------------------|--|-----------------------------------------------|--|

I/We, being the member(s) of Reliable Ventures India Limited hereby appoint:

1 Name : _____
 Email ID : _____
 Address : _____
 Signature _____

Or failing him/her

2 Names : _____
 Email ID : _____
 Address : _____
 Signature _____

Or failing him/her

3. Name : _____
 Email ID : _____
 Address : _____
 Signature _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Wednesday, the 24th day of Dec., 2014 at 4.30 PM at the Registered office of the company at "Reliable House" A-6, Koh-e-fiza, Indore Road., Bhopal-462001 and at any adjournment thereof in respect of such resolutions as are indicated below:

I/we wish my above Proxy to vote in the manner as indicated in the box below:

| Sl No. | Resolutions | For | Against |
|--------|-------------------------------------------------------------------------|-----|---------|
| 1. | Adoption of Audited financial statements for the financial year 2013-14 | | |
| 2. | Re-appointment of Mr. Rajendra Malpani who retires by rotation | | |
| 3. | Appointment of Auditors and fixation their remuneration | | |
| 4. | Appointment of Mr. Abdul Tahir as an Independent Director | | |
| 5. | Appointment of Mr. Ranjay K Dawar as an Independent Director | | |
| 6. | Appointment of Mr. Chandan Mitra as an Independent Director | | |
| 7. | Re-appointment of Mr. Sikandar Hafiz Khan as Managing Director | | |
| 8. | Re-appointment of Mr.S. Shankar Narayanan as a Whole-time Director | | |
| 9. | Re-appointment of Mr. Rajendra Malpani as a Whole-time Director | | |

Signed this..... day of.....2014

Signature of Shareholder _____

Affix a
Rs. 1/-
Revenue
Stamp

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

RELIABLE VENTURES INDIA LIMITED

Regd Office: "Reliable House", A-6, Koh-e-fiza. Indore Road, Bhopal-462001
 Phone No. 0755-2539592: Fax NO (0755) 2540442: E-Mail: reliablegroup11@gmail.com
 CIN: L22354MP1992PLC007295 Website: Noorussabahpalace.com

ATTENDANCE SLIP
 21ST ANNUAL GENERAL MEETINTG

| | |
|-----------------------------------|--|
| DP OD- CLIENT ID/ FOLIO No | |
| Name & Address of Sole Member. | |
| No. of Shares Held | |

I certify that I am a member/ proxy of the Company

I hereby record my presence at the 21st Annual General Meeting of the Company to be held on Wednesday, the 24th day of December, 2014 at 4.30 PM at the registered office of the Company located at "Reliable House" A-6, Koh-e-fiza, Indore Road, Bhopal -462001 - Madhya Pradesh.

 Member's/ Proxy's Signatures

----- cut from here -----

ELECTRONIC VOTING PARTICULARS

| EVSN (Electronic Voting Sequence Number) | User ID | Password/ Pin PAN/ Seq. NO. |
|---------------------------------------------|---------|--------------------------------|
| | | |

Note: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of the Annual General Meeting. The Voting Time starts from Friday, the 19th December, 2014 at 9.30 AM and ends on Saturday, the 20th December, 2014 at 06.00 PM. The voting module shall be disabled by CDSL for voting thereafter.