

RIVER FRONT HOTELS LIMITED

Regd. Office: Land Mark, Opp. Dutch Garden, Nanpura, Surat-395001, Gujarat.

Contact No.: +91-9898000486, Email id.: info@riverfronthotellimited.com

Website: www.riverfronthotellimited.com

CIN: L55100GJ1991PLC016766

RFHL/MSEI/AR/2018-19/01

Date: 18th July, 2018

To,

Listing Department

Metropolitan Stock Exchange of India Limited

Vibgyor Towers, 4th Floor,

Plot No C-62, Opp. Trident Hotel,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400098

Office : +91 22 6112 9000;

Symbol: RFHL

Series : BE

Sub: Submission of Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015:

Dear Sir,

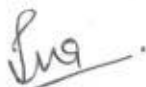
We are pleased to submit herewith the 27th Annual Report for the Financial Year 2017-18 as required to under Regulation-34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

Please take the same on your records.

Thanking You,

Yours Faithfully,

For RIVER FRONT HOTELS LIMITED



Ina Kothari
(Company Secretary)

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

Board of Directors

| | | |
|---------------------------------|---|------------------------------------|
| Mr. Faiz Ahmed Farukh Poonawala | - | Chairman/Non – executive Director |
| Mr. Farukh Valibhai Poonawala | - | Managing Director |
| Mrs. Fatima Farukh Poonawala | - | Chief Financial Officer & Director |
| Ms. Sana Farukh Poonawala | - | Non – Executive Director |
| Mr.Taha Saifuddin Badshah | - | Independent Director |
| Mr.Taher Nagpurwala Ebrahim | - | Independent Director |

Auditors

M/s. N. C. Rupawala & Co.

Chartered Accountants

508, Takshashila Apartment, Majuragate,

Surat – 395002, Gujarat

Registered Office

Landmark, Opp. Dutch Garden, Nanpura

Surat – 395001, Gujarat, India

Tel No.: +91 9898000486

E-mail Id: info@riverfronthotellimited.com

Registrar and Transfer Agent

Skyline Financial Services Private Limited

4 A/9 Gundecha Onclave,

Kherani Road, Sakinaka,

Mumbai – 400 072

Tel: 022 28511022 / 022 62215779

Fax: 022 28511022

Bankers

Punjab National Bank

**27th Annual General Meeting on Saturday, 23rd June, 2018 at 11.00 A.M.
at Landmark, Opp. Dutch Garden, Nanpura, Surat – 395001, Gujarat**

| Contents | Page No. |
|--|-----------------|
| Notice of Annual General Meeting | 3 |
| Directors' Report | 12 |
| Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Employees | 18 |
| Extract of Annual Return Form MGT – 9 | 24 |
| Secretarial Audit Report | 29 |
| Declaration of Compliance with Code of Conduct of Board of Directors and Senior Management | 33 |
| Chief executive Officer (CEO) and Chief Financial Officer (CFO) Certification | 34 |
| Management Discussion and Analysis..... | 35 |
| Standalone Financial Statements: | |
| Independent Audit Report..... | 39 |
| Balance Sheet..... | 48 |
| Profit & Loss Account..... | 49 |
| Cash Flow Statement..... | 50 |
| Notes on Balance Sheet..... | 51 |
| Notes on Statement of Profit and Loss Accounts..... | 53 |
| Notes on Fixed Assets..... | 55 |
| Significant Accounting Policies..... | 56 |
| Attendance Slip..... | 61 |
| Proxy Form..... | 62 |

Notice of Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting of the members of **River Front Hotels Limited** will be held on Saturday, 23rd June, 2018 at 11.00 A.M. at the registered office of the Company situated at Landmark, Opp. Dutch Garden, Nanpura, Surat – 395001, Gujarat, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2018 and reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Ms. Sana Farukh Poonawala (DIN: 02321304), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To ratify the appointment of the Statutory Auditors' and fixed their remuneration and in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), (‘the Act’) the appointment of M/s. N.C. Rupawala & Co., Chartered Accountants (Firm Registration No.125757W), who have been appointed as the Statutory Auditors' of the Company to hold office from the conclusion of the 24thAnnual General Meeting for a term of five consecutive year till the conclusion of the 28thAnnual General Meeting, on such remuneration as decided between Board and Statutory Auditors' of the Company and who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act, be and is hereby ratified.”

By Order of the Board of Directors

Sd/-

**Farukh Valibhai Poonawala
Managing Director**

Notes:

- 1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of her / himself, and the proxy need not be a Member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.**
2. A person can act as proxy on behalf of members not exceeding fifty per cent and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
3. Members / Proxies / Representatives attending are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays Sunday and public holiday between 11.00 A.M. and 01.00 P.M. up to the date of the Annual General Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. The Company's Register of Members and Transfer Books will remain closed from Thursday, 14th June, 2018 to Saturday, 23rd June, 2018 (both days inclusive) for the purpose of the Meeting.
8. Members desiring any information relating to financial statements of the Company are requested to write to the Managing Director of the Company at least seven working days before the date of the Meeting to enable the Company to keep the information ready at the Meeting
9. Members holding shares in physical form are requested to lodge Share Transfer documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of Address etc., to the Company's Registrar and Transfer Agent ("RTA") i.e. Skyline Financial services Private Limited having its office at 4 A/9 Gundecha Onclave, Kherani Road, Sakinaka, Mumbai - 400 072.

10. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of the PAN card, duly self attested, to the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in electronic form are requested to register their PAN card with their respective Depository Participants.
11. Members, who still continue to hold shares in physical form, are requested to dematerialised their shares at the earliest and avail of the various benefits of dealing in securities in electronic / dematerialized form. The shareholders have the option to hold Company's shares in demat form through National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
12. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/ Registrar and Transfer Agent, Skyline Financial Services Private Limited.
13. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
14. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
15. Members may also note that the Notice of the 27th AGM and the Annual Report for the Financial Year 2017-18 will also be available on the Company's website www.riverfronthotellimited.com for their download. For any communication/ information, the members may also send requests to the Company at: info@riverfronthotellimited.com
16. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
17. In case of joint holders attending the Meeting, only such joint holder whose name is first in order of preference shall be entitled to vote.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.

19. All grievances connected with the Re-appointment of Director: At the ensuing Annual General Meeting, Ms. Sana Farukh Poonawala, Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible offers herself for Re-appointment.
20. **Voting Through Electronic Means:** Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 27th AGM by electronic means i.e. "Remote e-voting". The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by Central Depository Services Limited (CDSL). The Company has appointed Mrs. Neha Batliwala, Chartered Accountant, Surat, to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in a fair and transparent manner. The detail process and manner of Remote e-voting is explained herein below:

In case a Member receives an e-mail from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Open your web browser during the e-voting period. Remote E-voting period begins from Wednesday, 20th June, 2018 (9.00 a.m.) and ends on Friday, 22nd June, 2018 (5.00 p.m.). During this Period, shareholders holding shares either in physical form or dematerialized form, as on Saturday, 16th June, 2018, being cut-off date/entitlement date as may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any

Company, then your existing password is to be used.

- vii. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|------------------------------|--|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on attendance Slip indicated in the PAN field. |
| Dividend bank Details or DOB | Enter the Dividend Bank Details or date of birth (in dd/mm/yy) 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 member id/folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> 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. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non- Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the Entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- xxi. Facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill

Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16th June, 2018. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting. appointed Mrs. Neha Batliwala, Chartered Accountant, Surat has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
22. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General meeting but shall not be entitled to cast their vote again.
24. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.riverfronthotellimited.com immediately after the declaration of Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the MSEI Limited and CDSL.
25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed.

By Order of the Board of Directors

**Sd/-
FarukhValibhaiPoonawala
Managing Director**

Registered Office:

Landmark, Opp. Dutch Garden, Nanpura,
Surat – 395001, Gujarat
CIN: L55100GJ1991PLC016766
E-mail: info@riverfronthotellimited.com

Date: 30th May, 2018

Place: Surat

ANNEXURE TO NOTICE:

Ms. Sana Farukh Poonawala, is to be re-appointed as Director, who is liable to retire by rotation [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) Regulations, 2015 & Secretarial Standard 2]

| | |
|---|--|
| Name of Director | Ms. Sana Farukh Poonawala |
| Date of Birth | 01/02/1990 |
| Date of Appointment | 01/01/2009 |
| Expertise in specific functional areas | Hospitality |
| Qualification | Doctor |
| Shareholding in the company as on 30.05.2018 | 625455 |
| List of other public limited companies in which directorship held as on 30.05.2018 | NONE |
| List of other entities in which the person also holds membership of committee of the board | NONE |
| Relationships between Directors inter-se | Daughter of Mr. Farukh Valibhai Poonawala (Managing Director of the Company) |

By Order of the Board of Directors

**Sd/-
FarukhValibhaiPoonawala
Managing Director**

Registered Office:

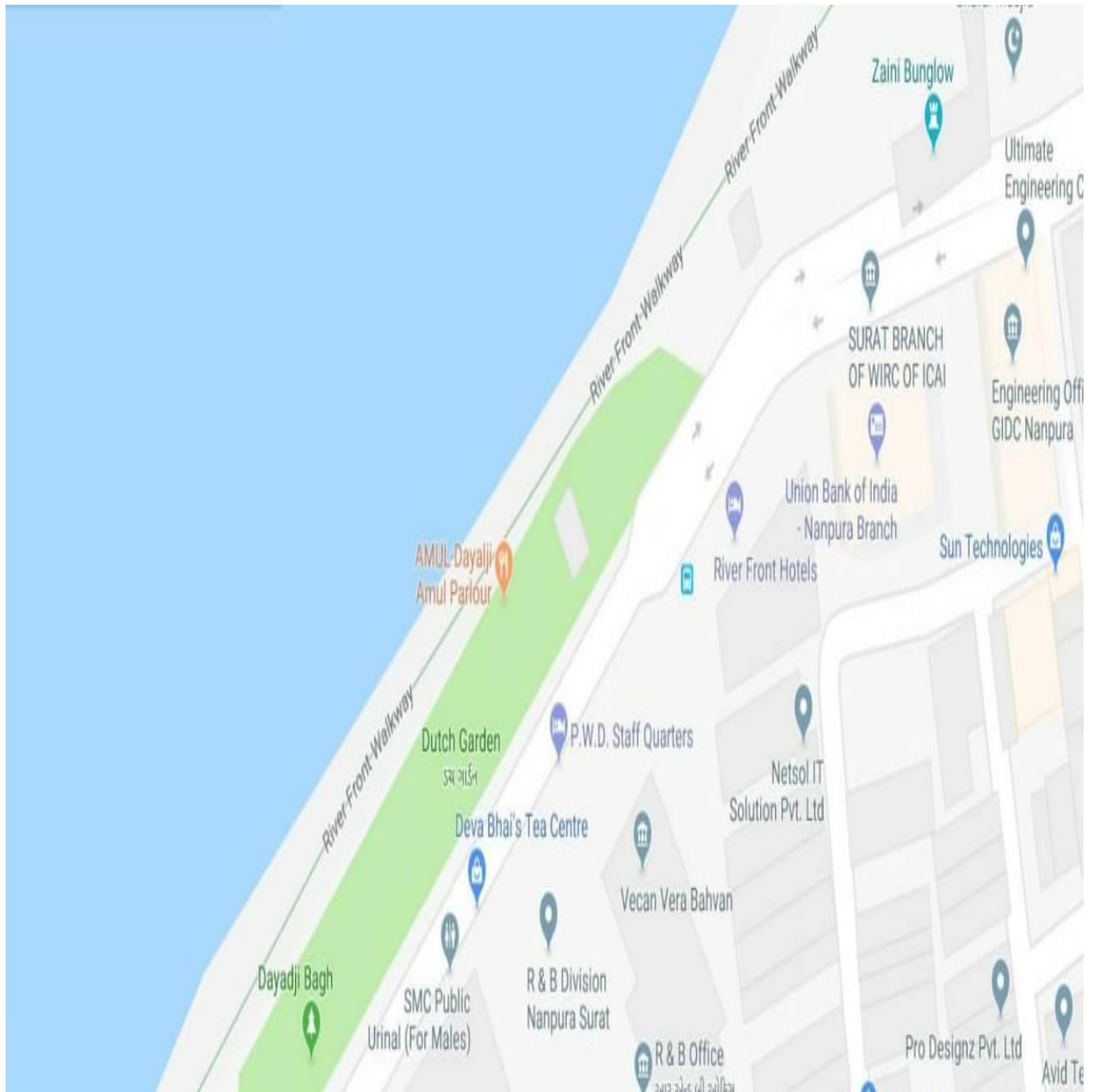
Landmark, Opp. Dutch Garden, Nanpura,
Surat – 395001, Gujarat

CIN: L55100GJ1991PLC016766

E-mail:info@riverfronthotellimited.com

Date: 30th May, 2018

Place: Surat



Directors' Report

Dear Shareowners,

Your Directors present the 27th Annual Report and the audited financial statements for the financial year ended March 31, 2018.

Financial Results

The financial performance of the Company for the year ended March 31, 2018 is summarized below:

| Particulars | (Amount in `) | |
|---|--|--|
| | Financial year ended as on March 31, 2018 | Financial year ended as on March 31, 2017 |
| Total Income | 15,06,829 | 4,98,721 |
| Profit/(Loss) before taxation | 1,14,952 | 2,09,856 |
| Tax expenses (Net) (including deferred tax and tax for earlier years) | 29,527 | 53,053 |
| Profit / (Loss) after taxation | 85,425 | 1,56,803 |
| Other Comprehensive Income | 0 | 0 |
| Add: Balance of profit/(loss) brought forward | 3,71,390 | 2,14,587 |
| Balance carried to Balance Sheet | 4,56,815 | 3,71,390 |

Financial Performance and Business Operation

During the financial year reviewed, your Company earned an income of ` 15,06,829/- against ` 4,98,721/- in the previous year. The Company incurred a profit after tax of ` 85,425/- for the year as compared to ` 1,56,803/- in the previous year.

Dividend

During the year reviewed, the Board of Directors has not recommended dividend on the equity shares of the Company.

Management Discussion and Analysis

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges, the Management Discussion and Analysis Report for the FY 2017-18 duly reviewed by Audit Committee and approved by Board and is presented in a separate section forming part of this Annual Report.

Deposits

The Company has not accepted any deposits from the public which comes within the purview of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Investments

The Company has not made any Investment within the purview of Section 186 of the Companies Act, 2013

Subsidiary and Associate Companies

During the year reviewed, The Company has not any Subsidiary and Associate Companies.

Directors

In accordance with the provisions of Section 152 of the Companies Act, 2013, Ms. Sana Farukh Poonawala, Non-Executive Director, retires by rotation and being eligible offers herself for re-appointment to the Board.

The above re-appointment forms part of the Notice of the 27th Annual General Meeting and the relevant Resolution is recommended for your approval.

Key Managerial Personnel

Mrs. Krishna Naik was appointed as a whole time Company Secretary and designated as Key Managerial Personnel by the Board with effect from 20th July, 2017.

Declaration of Independence

All Independent Directors have given necessary declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Employees:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, Independence of a Director and other matters provided under Section 178(3) of the Act. The policy on the above is attached as **Annexure-A**.

Familiarisation Programme for Independent Directors

Pursuant to Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 the company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc, through various programmes.

Directors' Responsibility Statement

Pursuant to the requirements under Section 134(5) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- I. In the preparation of the annual financial statements for the financial year ended March 31, 2018, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- II. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the loss of the Company for the year ended on that date;
- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. The Directors had prepared the annual financial statements for the financial year ended March 31, 2018, on a 'going concern' basis;
- V. The Directors had laid down proper internal financial controls to be followed by the Company and such financial controls are adequate and are operating effectively; and
- VI. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Contracts and Arrangements with Related Parties

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

During the year, the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the policy of Company on materiality of related party transaction.

Material Changes and Commitments if any, affecting the financial position of the Company

In terms of the information required under Sub-section (3)(l) of Section 134 it is to be noted that there are no material Changes and commitments affecting the financial position of the company have occurred between the end of the Financial Year of the company to which the financial statements relate and the date of the report.

Meetings of the Board

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, seven Board Meetings were held as follows:-

| S.NO. | Date of Meeting |
|--------------|------------------------|
| 1. | 17.04.2017 |
| 2. | 12.07.2017 |
| 3. | 11.08.2017 |
| 4. | 12.10.2017 |
| 5. | 13.11.2017 |
| 6. | 08.02.2018 |
| 7. | 31.03.2018 |

Audit Committee

The Audit Committee of the Board consisted of Independent Directors namely Mr. Taha Saifuddin Badshah, Mr. Taher Nagpurwala Ebrahim and Non - Independent Director namely Mrs. Fatima Farukh Poonawala.

Auditors and Auditor's Report

At the 24th Annual General Meeting of the Company held on September 30, 2015 the Members of the Company had appointed M/s. N.C. Rupawala & Co., Chartered Accountants as Auditors to hold office until the conclusion of the 29th Annual General Meeting of the Company. Pursuant to Section 139 of the Companies Act 2013, the appointment of M/s. N.C. Rupawala & Co., Chartered Accountants as auditors of the Company is being placed for ratification of members at ensuing AGM of the Company.

The Company has also received letter from M/s. N.C. Rupawala & Co., Chartered Accountants, to ratify their appointment and the appointment, if ratified, is within the prescribed limits under Section 141(3) of the Act and that they are not disqualified from appointment as Statutory Auditors of the Company.

Your Directors have therefore recommended ratification of the appointment of M/s. N.C. Rupawala & Co., Chartered Accountants as Statutory Auditors of the Company.

The observations and comments given by the Auditors in their report read together with notes on financial statements are self-explanatory and hence do not call for any further comments under Section 134 of the Act.

Extract of Annual Return

Extract of Annual Return of the Company in Form MGT-9 is annexed as **Annexure-B**

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

the Company has undertaken the secretarial Audit of the Company for the financial year ended on March 31, 2018. The Secretarial Audit report is annexed herewith as **Annexure-C**. The report of the Secretarial Auditors is self explanatory.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

Information with respect to Conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable.

There was no foreign exchange inflow or outflow during the year.

Corporate Governance

The report on Corporate Governance as stipulated under Regulation 34(3) read with para C of schedule V of the Listing Regulations is present in separate section forming part of this Annual Report.

Vigil Mechanism/ Whistle Blower Policy

In accordance with Section 177 of the Act and Listing Regulations, the Company has formulated a Vigil Mechanism, which also incorporated Whistle Blower Policy of the Company to address the genuine concerns, if any, of the directors and employees.

Compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to uphold and maintain the dignity of women employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the year reviewed no such complaints were received.

Corporate Social Responsibility:

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

Order, if any, passed by the Regulators or Courts or Tribunals:

No orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations.

Acknowledgements

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from shareholders, bankers, financial institutions, regulatory bodies and other business constituents during the year reviewed. Your Directors also wish to place on record their deep sense of appreciation for the

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

For and on behalf of the Board of Directors

**Sd/-
Farukh V. Poonawala
Managing Director**

**Sd/-
Fatima Farukh Poonawala
CFO/ Director**

Place: Surat

Date: 30th May, 2018

Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Employees:**❖ Introduction:**

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

❖ Objectives of the Committee:

The Committee shall:

- I. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- II. Formulation of criteria for evaluation of Independent Director and the Board
- III. Devising a policy on Board diversity.
- IV. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial Personnel positions in accordance with the criteria laid down in this policy.
- V. Recommend to the Board, appointment and removal of Director and Key Managerial Personnel.

❖ Effective Date:

The following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting. This policy shall be operational with immediate effect.

❖ Definitions:

- **“Board”**:- Board means Board of Directors of the Company.
- **“Director”**:- Directors means Directors of the Company.
- **“Committee”**:- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **“Company”**:- Company means River Front Hotels Limited.
- **“Independent Director”**:- As provided under the Regulation 17 of SEBI (Listing Obligation and Requirements) Regulations, 2015 and/or under the Provisions of Section 149(6) of the Companies Act, 2013, ‘Independent director’ in relation to the Company, means a Director other than a Managing Director or a Whole-time Director or a nominee Director:

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b.
 - (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
 - (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives —
 - i. holds or has held the position of a Key Managerial Personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - A. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - B. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - iii. holds together with his relatives two per cent or more of the total voting power of the company; or
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
- f. Who possesses such other qualification as may be prescribed.

- **“Key Managerial Personnel”**:- Key Managerial Personnel (KMP) means-
- i. the Chief Executive Officer or the managing director or the manager;
 - ii. the Company Secretary;
 - iii. the Whole-Time Director;
 - iv. the Chief Financial Officer; and

- v. such other officer as may be prescribed under the applicable statutory provisions / regulations

❖ **Applicability:-**

The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel

❖ **Constitution of the Nomination and Remuneration Committee:**

The Board has the power to constitute / reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.

At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Ms. Sana Farukh Poonawala, Non-executive Director
- ii. Mr. Taha Saifuddin Badshah, Independent Director
- iii. Mr. Taher Nagpurwala Ebrahim, Independent Director

❖ **Appointment Criteria:**

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, Independent Director and KMP and accordingly recommend to the Board for his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP shall not be disqualified under the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.

❖ **Additional Criteria for Appointment of Independent Directors:**

The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of SEBI (Listing Obligation and Requirements) Regulations, 2015 (as amended from time to time) and Companies Act, 2013.

❖ Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under as amended from time to time.

❖ Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP subject to the provisions and compliance of the said Act, rules and regulations.

❖ Criteria for Evaluation of Independent Director and the Board:

Following are the Criteria for evaluation of performance of Independent Directors and the Board:

1. **Executive Directors:** The Executive Directors shall be evaluated on the basis of targets / Criteria given to Executive Directors by the board from time to time
2. **Non Executive Directors:** The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:
 - a) act objectively and constructively while exercising their duties;
 - b) exercise their responsibilities in a bona fide manner in the interest of the company;
 - c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
 - d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
 - e) refrain from any action that would lead to loss of his independence
 - f) inform the Board immediately when they lose their independence,
 - g) assist the company in implementing the best corporate governance practices.
 - h) strive to attend all meetings of the Board of Directors and the Committees;
 - i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
 - j) strive to attend the general meetings of the company;

- k) keep themselves well informed about the company and the external environment in which it operates;
- l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- m) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- n) abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

❖ **Policy on Board Diversity:**

The Board of Directors shall have the optimum combination of Directors from the different areas / fields like Management, Quality Assurance, Finance, Sales and Marketing, Supply, Human Resources, etc., or as may be considered appropriate. The Board shall have atleast one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

❖ **Remuneration:**

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

1. Director/ Managing Director

Besides the above Criteria, the Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Non Executive Independent Directors

The Non- Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

3. KMPs / Senior Management Personnel etc

The Remuneration to be paid to KMPs shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

4. Directors' and Officers' Insurance

Where any insurance is taken by the Company on behalf of its Directors and KMPs for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

FORM MGT-9**EXTRACT OF ANNUAL RETURN**as at the financial year ended on 31st March, 2017**[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I Registration and other details**

| | |
|---|--|
| CIN | L55100GJ1991PLC016766 |
| Registration Date | 12 th December, 1991 |
| Name of the Company | RIVER FRONT HOTELS LIMITED |
| Category/Sub-Category of the Company | Public Company Limited by Shares |
| Address of the Registered Office and contact details | Land Mark, Opp. Dutch Garden, Nanpura, Surat-395001, Gujarat. Contact No.: +91-9898000486 Email id.:info@riverfronthotellimited.com Website: www.riverfronthotellimited.com |
| Whether Listed Company | Listed Company |
| Name, address and contact details of Registrar and Transfer Agent, if any | Skyline Financial Services Private Limited 4 A/9 Gundecha Onclave, Kherani Road, Sakinaka, Mumbai – 400 072. Tel: 022 28511022 / 022 62215779 Fax: 022 28511022 |

II Principal Business Activities of the Company

All the Business Activities contributing 10 per cent or more of the total turnover of the Company shall be stated.

| Name and Description of main Product/ Services | NIC Code of the Product/ Services | Per cent to total turnover of the Company |
|---|--|--|
| Hotel and Accommodation | 5510 | 100 |

III Particulars of Holding, Subsidiary and Associate Companies

| Sr No | Name and Address of the Company | CIN | Holding/ Subsidiary/ Associate | % of Shares held | Applicable Section |
|--------------|--|------------|---------------------------------------|-------------------------|---------------------------|
|--------------|--|------------|---------------------------------------|-------------------------|---------------------------|

Not Applicable

IV Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

| i) Category-wise Share Holding | | | | | | | | |
|---------------------------------------|---|--------------|--------------|---|--------------|--------------|--------------------------|---------------------------------|
| Category of Shareholders | No. of Shares held at the beginning of the year (April 01, 2017) | | | No. of Shares held at the end of the year (March 31, 2018) | | | % of Total Shares | % Change during the year |
| | D | Phys. | Total | % of Total Shares | Demat | Phys. | | |
| | | | | | | | | |

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

A. Promoters

1. Indian

| | | | | | | | | | |
|------------------------|---|----------------|----------------|--------------|----------------|----------|----------------|--------------|-------------|
| a) Individual/ HUF | - | 2153055 | 2153055 | 71.59 | 2153055 | 0 | 2153055 | 71.59 | 0.00 |
| b) Central Govt. | - | - | - | - | - | - | - | - | - |
| c) State Govt. | - | - | - | - | - | - | - | - | - |
| d) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| e) Banks/FI | - | - | - | - | - | - | - | - | - |
| f) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-Total | - | 2153055 | 2153055 | 71.59 | 2153055 | 0 | 2153055 | 71.59 | 0.00 |

(A)(1):

2. Foreign

| | | | | | | | | | |
|-------------------------|---|---|---|---|---|---|---|---|---|
| a) NRIs- Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| d) Banks/FI | - | - | - | - | - | - | - | - | - |
| e) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-Total | - | - | - | - | - | - | - | - | - |

(A)(2):

| | | | | | | | | | |
|--------------|---|----------------|----------------|--------------|----------------|----------|----------------|--------------|-------------|
| Total | - | 2153055 | 2153055 | 71.59 | 2153055 | 0 | 2153055 | 71.59 | 0.00 |
|--------------|---|----------------|----------------|--------------|----------------|----------|----------------|--------------|-------------|

**Shareholding
of Promoters
(A)=(A)(1)+(A)(
2)**

B. Public Shareholding (1)

Institutions

| | | | | | | | | | |
|--|---|---|---|---|---|---|---|---|---|
| a) Mutual Funds/UTIs | - | - | - | - | - | - | - | - | - |
| b) Banks/FIs | - | - | - | - | - | - | - | - | - |
| c) Central Govt. | - | - | - | - | - | - | - | - | - |
| d) State Govt. | - | - | - | - | - | - | - | - | - |
| e) Venture Capitals Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) Foreign Institutional Investors | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (Specify) NBFC | - | - | - | - | - | - | - | - | - |
| Sub-Total | - | - | - | - | - | - | - | - | - |

(B)(1):

(2) Non- Institutions

a) Bodies Corporate

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|---|---|---|
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |

b) Individuals

| | | | | | | | | | |
|---------------|---|-------|-------|------|---|-------|-------|------|------|
| i) Individual | - | 20000 | 20000 | 0.67 | - | 20000 | 20000 | 0.67 | 0.00 |
|---------------|---|-------|-------|------|---|-------|-------|------|------|

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

shareholders
holding
nominal share
capital up to `1
Lakh

| | | | | | | | | | |
|--|---|--------|--------|-------|---|--------|--------|-------|------|
| ii Individual shareholders holding nominal share capital in excess `1 Lakh | - | 834400 | 834400 | 27.74 | - | 834400 | 834400 | 27.74 | 0.00 |
|--|---|--------|--------|-------|---|--------|--------|-------|------|

c) Others (specify)

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| i) Non Resident Indians | - | - | - | - | - | - | - | - | - |
| ii) Clearing Member/ Clearing House | - | - | - | - | - | - | - | - | - |
| iii) Trusts | - | - | - | - | - | - | - | - | - |
| iv) Limited Liability Partnership | - | - | - | - | - | - | - | - | - |
| v) Foreign Portfolio Investor (corporate) | - | - | - | - | - | - | - | - | - |
| vi) Qualified Foreign Investors | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|--------------------------|---|---------------|---------------|--------------|---|---------------|---------------|--------------|-------------|
| Sub-Total (B)(2): | - | 854400 | 854400 | 28.41 | - | 854400 | 854400 | 28.41 | 0.00 |
|--------------------------|---|---------------|---------------|--------------|---|---------------|---------------|--------------|-------------|

| | | | | | | | | | |
|--|---|---------------|---------------|--------------|---|---------------|---------------|--------------|-------------|
| Total Public Shareholding (B)=(B)(1)+(B)(2) | - | 854400 | 854400 | 28.41 | - | 854400 | 854400 | 28.41 | 0.00 |
|--|---|---------------|---------------|--------------|---|---------------|---------------|--------------|-------------|

C. Non Promoters Non Public

| | | | | | | | | | |
|--------------------------------------|---|----------------|----------------|------------|----------------|---------------|----------------|------------|-------------|
| (1) Share held by Custodian for GDRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | - | 3007455 | 3007455 | 100 | 2153055 | 854400 | 3007455 | 100 | 0.00 |

V Shareholding of Promoters

| Sl. No. | Name of Promoters | No. of Shares held at the beginning of the year (April 01, 2017) | | | No. of Shares held at the end of the year (March 31, 2018) | | | % Change during the year |
|---------|-------------------|--|----------------------------------|---|--|----------------------------------|---|--------------------------|
| | | No. of Shares | % of total Shares of the Company | % of shares Pledged / encumbered total shares | No. of Shares | % of total Shares of the Company | % of shares Pledged / encumbered total shares | |
| | | | | | | | | |

RIVER FRONT HOTELS LIMITED**Annual Report****2017-18**

| | | | | | | | | |
|--------------|---------------------------|----------------|--------------|----------|----------------|--------------|----------|-------------|
| 1. | Farukh Valibhai Poonawala | 763800 | 25.40 | - | 763800 | 25.40 | - | 0.00 |
| 2. | Fatima Farukh Poonawala | 763800 | 25.40 | - | 763800 | 25.40 | - | 0.00 |
| 3. | Sana Farukh Poonawala | 625455 | 20.80 | - | 625455 | 20.80 | - | 0.00 |
| Total | | 2153055 | 71.60 | - | 2153055 | 71.60 | - | 0.00 |

VI Change in Promoters' Shareholding

During the year there is no change in the Shareholding of the Promoters of the Company

VII Shareholding Pattern of the Top Ten shareholders (other than Director, Promoters and Holders of GDRs)

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginnings of the year (April 01, 2017) | | Increase/Decrease No. of Shares | Shareholding at the end of the year (March 31, 2018) | | |
|---------|-------------------------------------|---|----------------------------------|---------------------------------|--|----------------------------------|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | No. of Shares | % of total shares of the Company | % of total shares of the Company |
| 1. | Kusumben Shinde | 106400 | 3.54 | - | 106400 | 3.54 | |
| 2. | Jaivik Chhagan bhai Patel | 106400 | 3.54 | - | 106400 | 3.54 | |
| 3. | Kapil Ashok bhai Patel | 106400 | 3.54 | - | 106400 | 3.54 | |
| 4. | Gaurav Ramesh bhai Patel | 106400 | 3.54 | - | 106400 | 3.54 | |
| 5. | Jyoti Darpan bhai Patel | 106400 | 3.54 | - | 106400 | 3.54 | |
| 6. | Anjana Yogesh bhai Patel | 106400 | 3.54 | - | 106400 | 3.54 | |
| 7. | Jaagruti Tejas bahi Patel | 106400 | 3.54 | - | 106400 | 3.54 | |
| 8. | Narmadaben Prabhudas Patel | 100 | 0.00 | (100) | 0 | 0 | |
| 9. | Kanudas Prabhudas Patel | 100 | 0.00 | (100) | 0 | 0 | |
| 10. | Jasiben Kanubhai Patel | 100 | 0.00 | (100) | 0 | 0 | |
| 11. | Dharmesh Uttamram Rana | 0 | 0 | 300 | 300 | 0.01 | |
| 12. | Taher Yusuf bhai Saleh | 0 | 0 | 300 | 300 | 0.01 | |
| 13. | Ibrahim Ismail Topiwala | 0 | 0 | 300 | 300 | 0.01 | |

VIII Shareholding of Directors and Key Managerial Personnel:

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

| Sl. No. | Name of Director/KMP | Shareholding at the beginnings of the year (April 01, 2017) | | Increase/Decrease No. of Shares | Shareholding at the end of the year (March 31, 2018) | | |
|---------|-----------------------------|---|----------------------------------|---------------------------------|--|----------------------------------|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | No. of Shares | % of total shares of the Company | % of total shares of the Company |
| 1. | Farukh Valibhai Poonawala | 763800 | 25.40 | - | 763800 | 25.40 | |
| 2. | Fatima Farukh Poonawala | 763800 | 25.40 | - | 763800 | 25.40 | |
| 3. | Sana Farukh Poonawala | 625455 | 20.80 | - | 625455 | 20.80 | |
| 4. | Faiz Ahmed Farukh Poonawala | - | - | - | - | - | |
| 5. | Taha Saifuddin Badshah | 44800 | 1.49 | - | 44800 | 1.49 | |
| 6. | Taher Nagpurwala Ebrahim | 44800 | 1.49 | - | 44800 | 1.49 | |

IX Indebtness

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtness |
|---|----------------------------------|--------------------|----------|--------------------|
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 9,09,25,569 | - | 9,09,25,569 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 9,09,25,569 | - | 9,09,25,569 |
| Change in the indebtness during the financial year | | | | |
| * Addition | - | - | - | - |
| * Reduction | - | 2,25,000 | - | 2,25,000 |
| Net Change | - | -2,25,000 | - | -2,25,000 |
| Indebtness at the end of the financial year | | | | |
| i) Principal Amount | - | 9,07,00,569 | - | 9,07,00,569 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 9,07,00,569 | - | 9,07,00,569 |

X Remuneration to the Directors and Key Managerial Personnel**A. Remuneration to the Managing Director, Whole-time Director and/or Manager**

During the year Company has not paid any kind of remuneration to the Managing Director, Whole-time Director and/or Manager

B. Remuneration to other Directors

During the year Company has not paid any kind of remuneration to the other Directors.

C. Remuneration to KMP other than Managing Director, Whole-time Director and Manager

During the year Company has not paid any kind of remuneration to KMP other than Managing Director, Whole-time Director and Manager

For and on behalf of the Board of Directors

Sd/-
Farukh V. Poonawala
Managing Director

Sd/-
Fatima Farukh Poonawla
CFO/ Director

Place: Surat

Date: 30th May, 2018

Annexure to Directors' Report**Annexure-C****FORM No. MR-3****Secretarial Audit report for the financial year ended March 31, 2018
(Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules,
2014)**

To,
The Member,
River Front Hotels Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment; - Not applicable
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not applicable
6. Other Laws applicable to the Company;
- i. Competition Act, 2002
 - ii. The Income Tax Act, 1961
 - iii. Shops and Establishments Act, 1948
 - iv. The Central Excise Act, 1944
 - v. The Customs Act, 1962
 - vi. The Finance Act, 1994

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Stock Exchange.

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

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

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

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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

For, RSP & CO

Company Secretaries

Sd/-

CS RAVENDRA SINGH PARIHAR

M. No. 48623

CP. No.17714

Place: REWA

Date: 30.05.2018

Note: This report is to be read with our letter of even date which is annexed as “**ANNEXURE A**” and forms an integral part if this report.

“ANNEXURE A”

To,
The Member,
River Front Hotels limited

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, RSP & CO
Company Secretaries

Sd/-

CS RAVENDRA SINGH PARIHAR

M.No. 48623

CP.No.17714

Place: REWA

Date: 30.05.2018

**DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT OF BOARD OF
DIRECTORS AND SENIOR MANAGEMENT**

This is to certify that as provided under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members and the Senior Management personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2018.

For RIVER FRONT HOTELS LIMITED

Sd/-

Place: Surat
Date: 30th May, 2018

FARUKH VALIBHAI POONAWALA
Managing Director

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION**

[Issued in accordance with the provisions of Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To the Board of Directors

RIVER FRONT HOTELS LIMITED

We, FARUKH VALIBHAI POONAWALA, Managing Director and FATIMA FARUKH POONAWALA, Chief Financial Officer of the RIVER FRONT HOTELS LIMITED., to the best of our knowledge and belief, certify that:

(a) We have reviewed the financial statements, and the cash flow statement of RIVER FRONT HOTELS LIMITED for the year ended March 31, 2018 and that to the best of our knowledge and belief, we state that:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

(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) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or propose to take for rectifying these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee that:

(i) There are no significant changes in internal control over financial reporting during the year;

(ii) There are no significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and

(iii) There are no instances of significant frauds of which we 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.

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

For RIVER FRONT HOTELS LIMITED

FARUKH VALIBHAI POONAWALA FATIMA FARUKH POONAWALA

Sd/-

Sd/-

Place: Surat

Managing Director

Chief Financial officer

Date: 30.05.2018

(DIN : 01775169)

(DIN : 02340990)

Management Discussion and Analysis**Business Environment, Industry Structure, Development and Outlook**

The growth in the global economy was 3.4% in 2017, primarily driven by an improvement in the advanced economies in the latter half of the year on account of improved manufacturing and trade demand. The global economic growth is expected to continue the momentum witnessed from the latter half of 2017. It is expected to increase from 3.4% in 2017 to 3.6 % in 2018 largely driven by emerging markets. For 2017, the growth in Emerging and Developing Economies was 4.1%, and is projected to reach 4.5% in 2018. *(Source: IMF: Recent Developments and Prospects, April 2017 & World Economic Outlook, IMF, January 2017)*

Amongst the Emerging Market and Developing Economies, China's economic growth in 2017 stood at 6.8% while India's economy grew at 6.9%. There was a drop in India's growth from the original forecast due to the short term impact of demonetisation in November 2016. India continues to be among the fastest growing of the G20 countries with a projected GDP growth of 8.2% in 2017. One of the positive factors contributing to this is the roll out of GST which aims to transform the multiple taxes into a uniform tax code. Other positive factors contributing to this growth are the potential young working population, rise of India as an entrepreneurial hub and government push towards a digital economy. *(Source: IMF: Recent Developments and Prospects, April 2018).*

Overview of the Global & Indian Tourism Industry

The direct contribution of Travel and Tourism to GDP was USD 2,570.1 billion (3.2% of total GDP) in 2017. This is expected to have increased to 4% in 2018 and to 3.8 from 2018-2028. Demand for international tourism remained robust in 2016 despite challenges.

In India, the total contribution of Travel & Tourism to GDP for 2017 was USD 8,272.3 billion, which represents 10.4 % of India's GDP. Over this period, the total contribution of Travel & Tourism to employment, including jobs indirectly supported by the industry was 9.9% of total employment (over 30 million jobs). Visitor exports generated USD 1,494.2 billion, which represents 6.5% of total exports for 2017. Travel & Tourism investment in 2017 was USD 882.4 billion, which represents 4.5% of the total investment.

Future Trends

The global economy is expected to grow at 3.6% in 2018 as compared to growth of 3.5% in 2017. In 2017, the Travel and Tourism industry's contribution to global GDP is expected to grow at 4%. For many economies, continued demand support and well-targeted structural reforms to lift supply potential and broaden economic opportunities across the skills spectrum remain key goals.

In India the total contribution of Travel & Tourism to GDP is forecast to grow by 3.8 in 2018. The 10 year forecast indicates a CAGR of 3.8% to USD 12,450 billion by 2028, at which point the sector is expected to comprise 11.7% of India's GDP. Leisure travel spending is expected to grow by 4.1% in 2018 to USD 4,407.2 billion and the 10 year forecast indicates a CAGR of 4.1% p.a. to reach USD 6,605.3 billion by 2028. Business travel spending is expected to grow by 3.8% in

2018 to USD 4,407.2 billion and the 10 year forecast indicates a CAGR of 4.1% p.a. to reach USD 6,605 billion in 2028. (Source : World Travel & Tourism)

Emerging Market and Developing Economies are forecast to grow at 4.5% and 4.3%, respectively, in 2018 and 2019, representing a steeper trajectory from 4.1% in 2017. China's GDP growth is expected to increase marginally from 6.8% to 6.9% in spite of continued policy support in the form of credit growth and reliance on public investments to achieve growth targets. India's economy has grown at a strong pace in recent years owing to the implementation of critical structural reforms, favorable terms of trade, and lower external vulnerabilities. It is expected that India would recover in the medium to long term period from the demonetization initiative with GDP growth forecast standing at 7.2% for 2018 and 7.7% for 2019. The Government of India established drive is based upon growth stimulation, providing relief to the middle class, providing affordable housing, curbing black money, digitalization of the economy, enhancing transparency in political funding and simplifying the tax administration. The Government of India, under the Make in India initiative, is attempting to give a boost to the contribution made by the manufacturing sector and aims to take it up to 29% of the GDP from the current 17.5%. Additionally, the Government has also unveiled the 'Digital India' initiative, which focuses on three core components, namely, creation of digital infrastructure, delivering services digitally and to increase the digital literacy. The Government of India has certified 310 organizations as incubators under the 'Startup India Action Plan', which are expected to promote entrepreneurship, provide pre-incubation training and a seed fund for high growth start-ups in the country. (Source: World Travel & Tourism Council & India Brand Equity Foundation-Ministry of Commerce & Industry, Government of India)

In 2017, a total of 31.27 lakh tourists availed of the e-visa facility which has now been extended to residents of 161 countries arriving at 24 international airports. This represents a significant growth over e-visas issued in 2016 which stood at 10.79 lakh. (Source: times of india, 31st march 2017). According to the forecast issued by the World Travel & Tourism Council (WTTC) the strong forecast on travel and tourism industry in India will propel it to the 8th spot in terms of travel and tourism GDP by 2027.

In India leisure travel spending (inbound and domestic) generated 94.6% of direct Travel & Tourism to GDP in 2017 (INR 13,135.2 billion) as compared with 5.4% for business travel spending (INR 755.9 billion). Leisure travel spending is expected to grow by 7.6% in 2018 and at a 10 year CAGR of 7.1% p.a. to reach INR 28,154.5 billion by 2028. Business travel spending is expected to grow by 6.7% in 2018 and at a 10 year CAGR of 7.0% p.a. to reach INR 1,589.7 billion by 2028. (Source: World Travel & Tourism Council-Economic Impact 2017)

Indian Tourism & Hospitality Industry Landscape and Outlook

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

The tourism and hospitality sector is among the top 10 sectors in India to attract the highest Foreign Direct Investment (FDI). During the period April 2000 - December 2017, the hotel and tourism sector attracted around US\$ 10.90 billion of FDI, according to the data released by Department of Industrial Policy and Promotion (DIPP). (*Source-Tourism & Hospitality Industry in India, April 2018*)

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

Total contribution by travel and tourism sector to India's GDP is expected to increase from US\$ 136.3 billion in 2015 to US\$ 275.2 billion in 2025. India ranked third among 184 countries in terms of travel & tourism's total contribution to GDP in 2016. Travel and tourism is the third largest foreign exchange earner for India. Foreign exchange earnings (FEEs) in February 2018 were US\$ 2.706 billion. The number of Foreign Tourist Arrivals (FTAs) in February 2018 was 1.05 million. A sum of US\$ 27.693 billion was earned under foreign exchange through tourism during calendar year 2017. The employment in the sector is expected to rise to 46.42 million by 2026. During calendar year 2017, 10.177 million foreign tourists have arrived in India. The Government of India has set a target of 20 million foreign tourist arrivals (FTAs) by 2020 and double the foreign exchange earnings as well.

The launch of several branding and marketing initiatives by the Government of India such as 'Incredible India!' and 'Athiti Devo Bhava' has provided a focused impetus to growth. The Indian government has also released a fresh category of visa - the medical visa or M visa, to encourage medical tourism in the country. Incredible India 2.0 campaign was launched in September 2017. The Government of India is working to achieve 1 per cent share in world's international tourist arrivals by 2020 and 2 per cent share by 2025. (*Source-Tourism & Hospitality Industry in India, April 2018*)

Overall, the hospitality industry had a solid 2017 with the ninth consecutive year of positive growth. Every year, STR, a hospitality industry data company, predicts the industry's growth in five categories: supply, demand, occupancy, ADR, and RevPAR. We use their data as a general benchmark for the industry.

STR measures growth in seven segments, including independent properties. The independent segment is expected to come out on top for ADR and RevPAR growth, +2.8% and +2.7% respectively.

For 2018, STR expects to see nominal growth in every category except occupancy, which will experience a minor decline. Much of the decline in occupancy is due to increased supply in the market, rather than a decrease in the number of travellers. (*Source-hospitality industry trends, 2018*)

Domestic airline traffic has been increasing steadily over the past year. Domestic airlines will operate over 17,220 flights every week during the on-going summer schedule, an increase of 18% compared to the year-ago period. As per the data, some airlines like Air deccan, luwang air, fly divine have increased their services by nearly 80 % during the upcoming summer schedule (*Source: Times of India, April 29, 2018*)

India has moved up 44 positions from 52 to now rank 8th in the Tourism & Travel competitive index. The tourism and hospitality sector is among the top 10 sectors in India to attract the highest Foreign Direct Investment (FDI). The Union Cabinet has approved a MOU between India and South Africa, aimed at expanding bilateral cooperation in the tourism sector through exchange of information and data, establishing exchange programmes and increasing investments in the tourism and hospitality sector. *(Source: BrandUSA.com and India Brand Equity Foundation- Ministry of Commerce & Industry, Government of India)*

Review of Operational and Financial Performance

The Company has a gross income of `15,06,829/- for the year ended 31st March, 2018 as against the gross income of the previous financial year of `4,98,721/-. The profit after taxes for the year reviewed is `85,425/- as against profit after tax of `1,56,803/- for the previous year.

Internal Control Systems and Their Adequacy

Adequate internal controls have been laid down by the Company to safeguard and protect its assets as well as to improve the overall productivity of its operations.

Cautionary Statement

Statements contained in the Management Discussion and Analysis describing the Company's estimates, projections and expectations are forward looking statements and based upon certain assumptions and expectations of future events over which the Company has no control and which could cause actual results to differ materially from those reflected in such statements. Readers should carefully review other information in this Annual Report and in the Company's periodic reports. The Company undertakes no obligation to update or revise any of these futuristic statements, whether as a result of new information, future events, or otherwise.

Independent Auditor's Report

**To,
The Members,**

M/s. RIVER FRONT HOTELS LIMITED

Opinion

We have audited the accompanying Standalone financial statements of **M/s. RIVER FRONT HOTELS LIMITED** which comprises the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the Profit/Loss for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds

and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Audit of the Financial Statements

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 misstatements.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's Internal Control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the '**Annexure-A**' a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure-B**'.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For N.C. RUPAWALA & CO.
Chartered Accountants
Firm Reg. No.: 125757W

Sd/-
Nehal C. Rupawala
Partner
M.No.: 118029
Date: 30th May, 2018
Place: Surat

Annexure – A TO THE INDEPENDENT AUDITOR’S REPORT

[Referred to in our report of even date.]

- I. Fixed Assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Fixed assets were physically verified during the year by the management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, No material discrepancies were noticed on such verification.
 - c) The title deeds in respect of all immovable properties are held in the same name of the company.

- II. Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed. Physical verification of inventory has been conducted during the year by the management at reasonable intervals. The discrepancies notice on such verification between the physical stocks and the book record was not material.

- III. The company has granted interest free unsecured loan to company covered in the register maintained under section 189 of Companies Act, 2013
 - a) In our opinion, the rate of interest and other term and conditions on which the loan had been granted to the company listed in register maintained under section 189 of the Companies Act, 2013 were not prima facia, prejudicial to the interest of the company.
 - b) In case of loan granted to the company listed in register maintained under section 189 of the Companies Act,2013 the borrowers have been regular in payment of principal and interest as stipulated.
 - c) There are no overdue amounts in respect of the loan granted to the company listed under section 189 of Companies Act, 2013.

- IV. In our opinion and according to the information and explanation given to us, the Company complied with the provision of section 185 and 186 of the Companies Act, 2013, with respect to the loans, investments, guarantees, and security made.

- V. The Company has not accepted any deposits.

- VI. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act in respect of the activities carried on by the Company.

VII. Statutory Dues:

- a) According to the information and explanation given to us and on the basis of our examination of the books of account, and records of the company, amount deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee State Insurance, Income-Tax, Service-Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues have been regularly deposited during the year by company with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of Income-Tax, Sales-Tax, Service-Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other material Statutory dues have been regularly deposited during the year by Company with the appropriate authorities. According to the information and explanation given to us, no disputed amounts payable in respect of Income-Tax, Sales-Tax, Service-Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other material Statutory dues which were in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
- b) There have been no disputed dues, which have not been deposited with the respective authorities in respect of Income-Tax, Sales-Tax, Service-Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess.

VIII. The Company has not defaulted in repayment of any loan installment in respect of term loan from financial institution and Banks.

IX. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

X. According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

XI. Managerial remuneration has been paid or provided in accordance with the requisite approvals and mutually decided between board of Directors as being a Public company the provision of section 197 of the Act is not applicable and accordingly, paragraph 3 (XI) of the Order is not applicable.

XII. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(XII) of the Order is not applicable.

XIII. According to the information and explanations given to us and based on our examination of the records of the company, transaction with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.

- XIV. According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of share or fully or partly convertible debentures during the year.
- XV. According to the information and explanation given to us and based on our examination of the records of the company, the company has not entered into non-cash transaction with directors or persons connected with him. According, paragraph 3(XV) of the Order is not applicable.
- XVI. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(XVI) of the order are not applicable to the Company and hence not commented upon.

For N.C. RUPAWALA & CO.
Chartered Accountants
Firm Reg. No.: 125757W

Sd/-
Nehal C. Rupawala
Partner
M.No.: 118029
Date: 30th May, 2018
Place: Surat

“Annexure B” referred to the Independent Auditor’s Report of even date on the Financial Statements of River Front Hotels Limited**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **RIVER FRONT HOTELS LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on

the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

**For N.C. RUPAWALA & CO.
Chartered Accountants
Firm Reg. No.: 125757W**

Sd/-

Nehal C. Rupawala

Partner

M.No.: 118029

Date: 30th May, 2018

Place: Surat

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

RIVER FRONT HOTELS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

| | PARTICULARS | NOTE No. | FOR THE YEAR 2017-18 Amount (₹) | FOR THE YEAR 2016-17 Amount (₹) |
|----------|--|-----------|---------------------------------|---------------------------------|
| A | EQUITY AND LIABILITIES | | | |
| 1 | Shareholders' Funds | | | |
| | (a) Share Capital | 01 | 30,074,550 | 30,074,550 |
| | (b) Reserves & Surplus | 02 | 1,128,565 | 1,043,140 |
| | (c) Money Received Against Share Warrants | - | - | - |
| | Sub-Total - Shareholders' Funds | | 31,203,115 | 31,117,690 |
| 2 | Non-current Liabilities | | | |
| | (a) Long-Term Borrowings | 03 | 90,983,569 | 90,983,569 |
| | (b) Deferred Tax Liabilities (Net) | - | - | - |
| | (c) Other Long-Term Liabilities | 04 | 2,069,094 | 1,110,927 |
| | (d) Long-Term Provisions | - | - | - |
| | Sub-Total - Non-Current Liabilities | | 93,052,663 | 92,094,496 |
| 3 | Current Liabilities | | | |
| | (a) Short-Term Borrowings | - | - | - |
| | (b) Trade Payables | - | - | - |
| | (c) Other Current Liabilities | - | - | - |
| | (d) Short-Term Provisions | 05 | 225,257 | 197,730 |
| | Sub-Total - Current Liabilities | | 225,257 | 197,730 |
| | TOTAL - EQUITY AND LIABILITIES | | 124,481,035 | 123,409,916 |
| B | ASSETS | | | |
| 1 | Non-Current Assets | | | |
| | (a) Fixed Assets | 06 | 119,925,651 | 119,925,651 |
| | (i) Tangible Assets | | 104,236,024 | 104,236,024 |
| | (ii) Intangible Assets | | - | - |
| | (iii) Capital Work-in-Progress | | 15,689,627 | 15,689,627 |
| | (iv) Intangible Assets under Development | | - | - |
| | (b) Non-Current Investments | 07 | 1,000 | 1,000 |
| | (c) Deferred Tax Assets (Net) | 08 | 6,982 | 7,801 |
| | (d) Long-Term Loans & Advances | 09 | 1,979,240 | 1,318,440 |
| | (e) Other Non-Current Assets | - | - | - |
| | Sub-Total - Non-Current Assets | | 121,912, 873 | 121,252,892 |
| 2 | Current Assets | | | |
| | (a) Current Investments | - | - | - |
| | (b) Inventories | - | - | - |
| | (c) Trade Receivables | - | - | - |
| | (d) Cash and Cash Equivalents | 10 | 2,568,162 | 2,157,024 |
| | (e) Short-Term Loans & Advances | - | - | - |
| | (f) Other Current Assets | - | - | - |
| | Sub-Total - Current Assets | | 2,568,162 | 2,157,024 |
| | TOTAL - ASSETS | | 124,481,035 | 123,409,916 |

The Schedules referred to above form an integral part of the Financial Statements.
As per our report attached of even date and audit observations given separately.

For N. C. RUPAWALA & CO.
Chartered Accountants
Reg.No.125757W

FOR RIVER FRONT HOTELS LIMITED

Sd/-
(Nehal C.Rupawala)
Partner
M.No.118029
Date : 30.05.2018
Place : SURAT

Sd/-
Farukh V. Poonawala
(Managing Director)

Sd/-
Fatima F. Poonawala
(Director/CFO)

RIVER FRONT HOTELS LIMITED**STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2018**

| | PARTICULARS | NOTE No. | FOR THE YEAR 2017-18 Amount (₹) | FOR THE YEAR 2016-17 Amount (₹) |
|--------------|--|-----------------|--|--|
| I. | Revenue from Operations | 11 | 1,345,022 | 3,49,382 |
| II. | Other Income | 12 | 161,807 | 1,49,339 |
| III. | Total Revenue(I+II) | | 1,506,829 | 498,721 |
| IV. | Expenses: | | | |
| | Cost of Material Consumed | 13 | 815,063 | 2,32,777 |
| | Purchases of Stock-in-Trade | - | - | - |
| | Changing in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade | - | - | - |
| | Employee Benefits Expense | 14 | 264,000 | 36,000 |
| | Finance Cost | - | - | - |
| | Depreciation and Amortization Expense | 15 | - | 4,291 |
| | Other Expenses | 16 | 312,814 | 15,797 |
| | Total Expenses | | 1,391,877 | 2,88,865 |
| V. | Profit before Exceptional and Extraordinary Items and Tax (III-IV) | - | 114,952 | 2,09,856 |
| VI. | Exceptional Items | - | - | - |
| VII. | Profit before Extraordinary Items and Tax (V-VI) | - | 114,952 | 2,09,856 |
| VIII. | Extraordinary Items | - | - | - |
| IX. | Profit before Tax (VII-VIII) | - | 114,952 | 2,09,856 |
| X | Tax Expense: | - | 29,527 | 53,053 |
| | (1) Current Tax | - | 28,708 | 53,470 |
| | (2) Deferred Tax | - | 819 | (417) |
| XI | Profit/(Loss) for the period from Continuing Operations (IX-X) | - | 85,425 | 1,56,803 |
| XII | Profit/(Loss) from Discontinuing Operations | - | - | - |
| XIII | Tax Expense of Discontinuing Operations | - | - | - |
| XIV | Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII) | - | - | - |
| XV | Profit/(Loss) for the Period (XI+XIV) | | 85,425 | 1,56,803 |
| XVI | Earning per Equity Share: | 17 | | |
| | (1) Basic | | 0.028 | 0.052 |
| | (2) Diluted | | | - |

The Schedules referred to above form an integral part of the Financial Statements.
As per our report attached of even date and audit observations given separately.

For N. C. RUPAWALA & CO.
Chartered Accountants
Reg.No.125757W

FOR RIVER FRONT HOTELS LIMITED

Sd/-
(Nehal C.Rupawala)
Partner
M.No.118029
Date : 30.05.2018
Place : SURAT

Sd/-
Farukh V. Poonawala
(Managing Director)

Sd/-
Fatima F. Poonawala
(Director/CFO)

RIVER FRONT HOTELS LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

| Sr. No | PARTICULARS | Amount (₹) |
|---------------|--|-------------------|
| A | CASH FLOW FROM OPERATING ACTIVITIES | |
| | Net Profit before Tax and Extraordinary items | 114,952 |
| | Adjustments for : | |
| | Depreciation | - |
| | Interest Income | (161,807) |
| | Operating Profit Before Working Capital Changes | (46,855) |
| | Adjustments for : | |
| | Proceeds from / (repayment of) long term borrowings | 958,167 |
| | Trade Payable & Other Long Term Liabilities | (660,800) |
| | Audit Fees Payable | 15,000 |
| | Cash Generated From / (Used In) Operations | (265,512) |
| | Taxes Paid | (16,181) |
| | Interest Paid | - |
| | Cash Flow Before Extraordinary Items | (249,331) |
| | Prior period adjustments | - |
| | Net Cash from Operating Activities | (249,3331) |
| B | CASH FLOW FROM INVESTING ACTIVITIES: | |
| | Purchase of Fixed Assets | - |
| | Sale of Fixed Assets | - |
| | Interest Received | 161,807 |
| | Net Cash Used in Investing Activities | 161,807 |
| C | CASH FLOW FROM FINANCING ACTIVITIES: | |
| | Net Cash Generated in Financing Activities | - |
| | Net Increase in Cash and Cash Equivalents | 411,138 |
| | Cash And Cash Equivalents as at the Beginning of the year | 2,157,024 |
| | Cash And Cash Equivalents as at the Closing of the year | 2,568,162 |

The Schedules referred to above form an integral part of the Financial Statements.

As per our report attached of even date and audit observations given separately.

For N. C. RUPAWALA & CO.

Chartered Accountants

Reg.No.125757W

Sd/-

(Nehal C.Rupawala)

Partner

M.No.118029

Date : 30.05.2018

Place : SURAT

FOR RIVER FRONT HOTELS LIMITED

Sd/-

Farukh V. Poonawala
(Managing Director)

Sd/-

Fatima F. Poonawala
(Director/CFO)

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2018

NOTE - 01 - SHARE CAPITAL

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--|--------------------------|--------------------------|
| Authorised Share Capital 50,00,000 (50,00,000 Equity Shares of ₹10/- each) | 5,00,00,000 | 5,00,00,000 |
| | 5,00,00,000 | 5,00,00,000 |
| Issued, Subscribed and Paid-up 30,07,455 Equity Shares of ₹10/- each | 3,00,74,550 | 3,00,74,550 |
| TOTAL | 3,00,74,550 | 3,00,74,550 |

NOTE - 02 - RESERVES & SURPLUS

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|---|--------------------------|--------------------------|
| Share Forfeiture Account | 6,71,750 | 6,71,750 |
| Profit & Loss Account : Profit & Loss Account B/F | 3,71,390 | 2,14,587 |
| Add : Profit & Loss for the Year | 85,425 | 1,56,803 |
| TOTAL | 11,28,565 | 10,43,140 |

NOTE - 03 - LONG-TERM BORROWINGS

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|---|--------------------------|--------------------------|
| Loans & Advances from Related Parties : Faiz Ahmed F. Poonawala | 6,38,000 | 6,38,000 |
| Farooq V. Punawala | 4,74,22,049 | 4,74,22,049 |
| Fatima F. Punawala | 3,87,21,204 | 3,87,21,204 |
| Sana F. Poonawala | 41,44,316 | 41,44,316 |
| Refer Note No.2(e) | | |
| Other Liabilities : Other Payables | 58,000 | 58,000 |
| TOTAL | 9,09,83,569 | 9,09,83,569 |

NOTE - 04 - OTHER LONG-TERM LIABILITIES

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|---|--------------------------|--------------------------|
| Trade Payables with Others: Badribhai Laceywala | 10,00,000 | 10,00,000 |
| Unic Plastic Pvt. Ltd | 1,10,927 | 1,10,927 |
| Regnum Capital Advisors Pvt. Ltd. | 9,58,167 | |
| TOTAL | 20,69,094 | 11,10,927 |

NOTE - 05 - SHORT TERM PROVISIONS

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--|--------------------------|--------------------------|
| Provision : Audit Fees Payable | 1,05,000 | 90,000 |
| Provision for Tax | 1,20,257 | 1,07,730 |
| TOTAL | 2,25,257 | 1,97,730 |

NOTE - 07 - NON - CURRENT INVESTMENTS

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|-------------|--------------------------|--------------------------|
|-------------|--------------------------|--------------------------|

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

| | | |
|--|--------------|--------------|
| Investments In Shares : Unquoted Gujarat Industrial Co.Op Bank Ltd. <i>Refer Note No.2(b)</i> | 1,000 | 1,000 |
| TOTAL | 1,000 | 1,000 |

NOTE - 08 - DEFFERED TAX LIABILITIES

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|---|--------------------------|--------------------------|
| WDV as per Companies Act | 1,236 | 1,236 |
| WDV as per Income Tax Act | 23,831 | 26,481 |
| Deferred Tax Liabilities / (Assets) | (22,595) | (25,245) |
| Deferred Tax Liabilities / (Assets) to be Created @ 30.90% | (6,982) | (7,801) |
| Less: Already Credit | (7,801) | (7,384) |
| Deferred Tax Liabilities / (Assets) | 819 | (417) |

NOTE - 09 - LONG - TERM LOANS AND ADVANCES

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--|--------------------------|--------------------------|
| Balances with Government Authorities: | | |
| Sales Tax Deposit | 25,000 | 25,000 |
| Security Deposits: | | |
| Telephone Deposit | 41,000 | 41,000 |
| Torrent Power Ltd-Meter Deposit | 1,440 | 1,440 |
| Unsecured, Considered Good : | | |
| Firozgar Elevators Pvt Ltd | 5,51,000 | 5,51,000 |
| Stock Exchange Fees | 6,60,800 | |
| Swastic Glass | 1,00,000 | 1,00,000 |
| Thermax Limited | 6,00,000 | 6,00,000 |
| TOTAL | 19,79,240 | 13,18,440 |

NOTE - 10 - CASH & CASH EQUIVALENTS

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--|--------------------------|--------------------------|
| Cash on Hand : | | |
| Cash Balance (As certified by the Management) | 6,60,058 | 3,94,100 |
| Balances with Scheduled Banks in Current Accounts : | | |
| Punjab National Bank Ltd. - Current A/c | 18,070 | 18,517 |
| Other Balance with Bank : | | |
| Punjab National Bank Ltd. - Fixed Deposit | 18,90,033 | 17,44,407 |
| TOTAL | 25,68,162 | 21,57,024 |

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

NOTES FORMING PART OF STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE - 11 - REVENUE FROM OPERATIONS

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|---------------------|----------------------------------|----------------------------------|
| Sales - Coffee Shop | 13,45,022 | 3,49,382 |
| TOTAL | 13,45,022 | 3,49,382 |

NOTE - 12 - OTHER INCOMES

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|---------------------------------|----------------------------------|----------------------------------|
| Interest Income - Fixed Deposit | 1,61,807 | 1,49,339 |
| TOTAL | 1,61,807 | 1,49,339 |

NOTE - 13 - DIRECT EXPENSES

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--------------------|----------------------------------|----------------------------------|
| Purchase | 8,15,063 | 2,32,777 |
| TOTAL | 8,15,063 | 2,32,777 |

NOTE - 14 - EMPLOYEE BENEFITS EXPENSES

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--------------------|----------------------------------|----------------------------------|
| Salary Expenses | 2,64,000 | 36,000 |
| TOTAL | 2,64,000 | 36,000 |

NOTE - 15 - DEPRECIATION AND AMORTIZATION EXPENSES

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--------------------|----------------------------------|----------------------------------|
| Depreciation | - | 4,291 |
| TOTAL | - | 4,291 |

NOTE - 16 - OTHER EXPENSES

RIVER FRONT HOTELS LIMITED**Annual Report****2017-18**

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--------------------------------------|----------------------------------|----------------------------------|
| Other Operating Expense : | | |
| Annual Listing Fees | 41,300 | |
| Audit Expenses | 15,000 | 15,000 |
| Bank Charges | 447 | 797 |
| CDSL Annual Issuer Fees | 3,600 | |
| Consultancy Services Expenses | 15,000 | |
| IGST Expenses | 2,817 | |
| Processing Fees | 1,65,200 | |
| RTA And Depository Services Expenses | 60,209 | |
| Stationary Expenses | 650 | |
| Website Expenses | 8,591 | |
| T O T A L | 312,814 | 15,797 |

NOTE - 17 - EARNING PER SHARE (BASIC AND DILUTED)

| Particulars | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
|--|----------------------------------|----------------------------------|
| Net Profit / (Loss) for the Year Attributable to the Equity Shareholders | 85,425 | 1,56,803 |
| The Weighted Average Number of Equity Shares for Basic Earnings Per Share (Nos.) | 30,07,455 | 30,07,455 |
| Face Value Per Share | 10 | 10 |
| Basic Earnings Per Share | 0.0284 | 0.0521 |

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

Depreciation Under Companies Act-2013

Note - 06 - FIXED ASSETS

| Description | Gross Block | | | | Depreciation | | | | Depreciated on as at 31-03-2018 Amount (₹) | Net Block | |
|---------------------------------|--------------------------------|--|---|--------------------------------|--------------------------------|--|---|--------------------------------|---|--------------------------|--------------------------|
| | As at 01-04-2017 Amount (₹) | Addition During the Year Amount (₹) | Deduction During the Year Amount (₹) | As at 31-03-2018 Amount (₹) | As at 01-04-2017 Amount (₹) | Addition During the Year Amount (₹) | Deduction During the Year Amount (₹) | As at 31-03-2018 Amount (₹) | | 31-03-2018 Amount (₹) | 31-03-2017 Amount (₹) |
| TANGIBLE FIXED ASSETS | | | | | | | | | | | |
| Air Condition Plant | 41,51,398 | | | 41,51,398 | - | - | - | - | - | 41,51,398 | 41,51,398 |
| Land | 82,39,270 | - | - | 82,39,270 | - | - | - | - | - | 82,39,270 | 82,39,270 |
| Building | 7,96,09,969 | - | - | 7,96,09,969 | - | - | - | - | - | 7,96,09,969 | 7,96,09,969 |
| Electrical Fittings | 10,65,264 | - | - | 10,65,264 | - | - | - | - | - | 10,65,264 | 10,65,264 |
| Furniture & Fixtures | 54,88,678 | - | - | 54,88,678 | - | - | - | - | - | 54,88,678 | 54,88,678 |
| Office Equipments | 44,845 | - | - | 44,845 | 43,609 | - | - | 43,609 | - | 1,236 | 1,236 |
| Lift | 45,87,000 | - | - | 45,87,000 | - | - | - | - | - | 45,87,000 | 45,87,000 |
| Swimming Pool | 1,43,573 | - | - | 1,43,573 | - | - | - | - | - | 1,43,573 | 1,43,573 |
| Revolving Equipment | 9,49,636 | - | - | 9,49,636 | - | - | - | - | - | 9,49,636 | 9,49,636 |
| Sub-Total | 10,42,79,633 | - | - | 10,42,79,633 | 43,609 | - | - | 43,609 | - | 10,42,36,024 | 10,42,36,024 |
| Capital Work In Progress | 1,56,89,627 | - | - | 1,56,89,627 | - | - | - | - | - | 1,56,89,627 | 1,56,89,627 |
| Sub-Total | 1,56,89,627 | - | - | 1,56,89,627 | - | - | - | - | - | 1,56,89,627 | 1,56,89,627 |
| T O T A L | 11,99,69,260 | - | - | 11,99,69,260 | 43,609 | - | - | 43,609 | - | 11,99,25,651 | 11,99,25,651 |

**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st
MARCH, 2018****1. Significant Accounting Policies:****a) Basis for Preparation of Accounts:**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the Previous Year.

b) Use of estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Managements to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

c) Cash and Cash Equivalents:

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

d) Tangible Fixed Assets:

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. Cost of acquisition includes taxes / duties (net of credits availed) and other attributable costs for bringing assets to the condition required for their intended use. Air Conditioners have been returned during the year and refund for the same has been received in the bank. They were not put to use during the year, so no depreciation has been provided for the same.

e) Intangible Assets:

Intangible Assets are carried at cost less accumulated depreciation impairment losses, if any. The cost of intangible assets comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities) and any direct attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributable to the assets reliably, in which case such expenditure is added to the cost of the asset.

f) Depreciation and Amortization:

- i. Depreciation on fixed assets is provided as per Companies Act, 2013 at the rate in the manner prescribed in schedule II of the said Act.
- ii. Depreciation on additions / disposal during the period is provided on prorate basis according to the period during which assets are put to use / being used.
- iii. No Depreciation has been provided in respect of Capital Work in Progress.

g) Investments:

Long term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments determined on an individual basis. Current investments are carried individually, at the cost. Cost of Investments includes acquisition charges such as brokerage, fees and duties.

h) Valuation of Inventories:

- i. Raw materials are valued at cost or net realizable value whichever is lower.
- ii. Work in progress has been valued at cost of materials and labour charges together with relevant factory overheads.
- iii. Finished Goods are valued at cost or net realizable value whichever is lower.
- iv. Stores & Fuel are valued at cost or net realizable value whichever is lower.

i) Taxes on Income:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provision of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing

evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exist that sufficient future taxable income will be available against which these can be realized. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.

Current and Deferred Tax relating to items directly recognized in equity and not in the statement of profit and loss.

j) Provisions & Contingencies:

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimates can be made. Provisions (excluding long term benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but disclosed in the notes to the Financial Statements. A contingent asset is neither recognized nor disclosed.

k) Earnings Per Share:

Basic earnings per share are computed by dividing the net profit/loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit/loss after tax as adjusted for diluted earnings by the weighted average number of equity shares outstanding during the year.

Notes to Accounts:**a) Share Capital**

- Details of Equity Shares as on March 31, 2018, is as follows:

| Authorized Share (Quantum) | Issued, Subscribed & Paid up Share (Quantum) | Description |
|---------------------------------------|---|------------------------------|
| 50,00,000 | 30,07,455 | Outstanding as on 01-04-2017 |
| 50,00,000 | 30,07,455 | Outstanding as on 31-03- |

| | |
|--|------|
| | 2018 |
|--|------|

Shareholding Pattern (Shareholding more than 5%)

| Particulars | As on 31/03/2018 | | As on 31/03/2017 | |
|--|------------------|-------|------------------|-------|
| | No. of Shares | % | No. of Shares | % |
| Issued, Subscribed and paid up capital Equity Shares of ` 10 each | 21,53,055 | | 21,53,055 | |
| Farukh Valibhai Poonawala | 7,63,800 | 25.39 | 7,63,800 | 25.39 |
| Sana Farukh Poonawala | 6,25,455 | 20.80 | 6,25,455 | 20.80 |
| Fatima Farukh Poonawala | 7,63,800 | 25.39 | 7,63,800 | 25.39 |

b) Market Value of Investments

| Particulars | No. of Units | 31/03/2018 Cost Amount (`) | 31/03/2017 Market Value Amount(`) |
|--|--------------|----------------------------|-----------------------------------|
| Investment in Equity Instruments : Unquoted | | | |
| Gujarat Industrial Co-op. Bank | 10 | 1,000 | 1,000 |
| Total | | 1,000 | 1,000 |

c) Auditor's Fee

| Payment to the Auditor comprises: | 31/03/2018 Amount (`) | 31/03/2017 Amount (`) |
|-----------------------------------|-----------------------|-----------------------|
| As Auditors- Statutory Audit | 15,000 | 15,000 |
| For Taxation Matters | 0 | 0 |
| Total | 15,000 | 15,000 |

d) The schedule III has become effective from 1st April, 2014 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year figures have been regrouped / reclassified wherever necessary.

Related Party Disclosures:

| Name of Related Party | Relation with Company |
|----------------------------|--|
| 1. Farukh V. Poonawala | Director & Having Shareholding of 25.39% |
| 2. Faiz ahmed F. Poonawala | Director & Chairman |
| 3. Sana F. Poonawala | Director & Having Shareholding of 20.80% |
| 4. Fatima F. Poonawala | Director/CFO & Having Shareholding of 25.39% |

e) As confirmed by the Management, there are no Contingent Liabilities.

RIVER FRONT HOTELS LIMITED

Annual Report

2017-18

Reserves and Surplus:

| Particulars | Amount (₹) |
|--------------------------|-------------------|
| Share Forfeiture Account | 1,34,26,250 |

**For N. C. RUPAWALA & CO.
Chartered Accountants
Reg.No.125757W**

For RIVER FRONT HOTELS LIMITED

**Sd/-
Nehal C.Rupawala
Partner
M.No.: 118029
Date: 30.05.2018
Place: Surat**

**Sd/-
Farukh V. Poonawala
(Managing Director)**

**Sd/-
Fatima F. Poonawala
(Director/CFO)**

**RIVER FRONT HOTELS LIMITED
CIN-L55100GJ1991PLC016766**

Registered office: Landmark, Opp. Dutch Gardens,
Nanpura, Surat, -395001, Gujarat
Tel: +91-9898000486, E-mail : info@riverfronthotellimited.com
Website: www.riverfronthotellimited.com

**ATTENDANCE SLIP FOR 27th ANNUAL GENERAL MEETING
23rd JUNE, 2018**

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholder may obtain additional Attendance Slip on request.

NAME OF THE SHAREHOLDER/ PROXY :

MASTERFOLIO NO. / DP I.D. & CLIENT ID :

NO. OF SHARES HELD :

I hereby record my presence at the 27th Annual General Meeting of the Company, being held on Saturday, 23rd June, 2018 at 11.00 a.m. at Landmark, Opp. Dutch Gardens, Nanpura, Surat, - 395001, Gujarat

Signature of the Shareholder / Proxy/Authorized Representative

**RIVER FRONT HOTELS LIMITED
CIN-L55100GJ1991PLC016766**

Registered office: Landmark, Opp. Dutch Gardens,
Nanpura, Surat, -395001, Gujarat
Tel:+91-9898000486, E-mail :info@riverfronthotellimited.com
Website: www.riverfronthotellimited.com

PROXY FORM

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

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

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

1. Name:
Address:

E-mail Id:

Signature:..... or failing him
2. Name:
Address:

E-mail Id:

Signature:..... or failing him
3. Name:
Address:

E-mail Id:

Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at
the 27th Annual General Meeting of the Company to be held on Saturday, 23rd
June, 2018 at 11.00 a.m. at Landmark, Opp. Dutch Gardens, Nanpura, Surat-
395001, Gujarat and at any adjournment thereof in respect of such resolutions as
are indicated below:

| Resolution No. | Resolution(s) | Assent | Dissent |
|-----------------------|---|---------------|----------------|
| | ORDINARY BUSINESS | | |
| 1. | To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 and reports of the Board of Directors and Auditors' thereon. | | |
| 2. | To appoint a Director in place of Ms. Sana Farukh Poonawala (DIN: 02321304), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment. | | |
| 3. | To ratify the appointment of the Auditor of M/s. N.C. Rupawala & Co., Chartered Accountants (Firm Registration No. 125757W) | | |

Signed this..... day of..... 2018

Signature of Shareholder

Affix Re.
1/-
Revenue
Stamp

Signature of Proxy holder(s)

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.