

**INDAGE RESTAURANTS &  
LEISURE LIMITED**

**ANNUAL REPORT  
2009-2010**

**CORPORATE INFORMATION****Board of Directors (as on 31<sup>st</sup> March, 2010)**

Sham Ganpat Chougule	- Chairman
Arun Babulal Shah	- Vice-Chairman
Vickrant Sham Chougule	- Managing Director
Ranjit Sham Chougule	- Director
Haresh Gunvarntraï Desai	- Director
Chaitanya Vijay Durve	- Director

**Committees of the Board****Audit Committee**

Arun Babulal Shah	- Chairman
Chaitanya Vijay Durve	- Member
Haresh Gunvarntraï Desai	- Member

**Remuneration Committee**

Sham Ganpat Chougule	- Chairman
Chaitanya Vijay Durve	- Member
Haresh Gunvarntraï Desai	- Member

**Shareholder's/ Investor Grievance Committee**

Sham Ganpat Chougule	- Chairman
Chaitanya Vijay Durve	- Member
Arun Babulal Shah	- Member

**Registered Office**

Indage House, 82, Dr. Annie Besant Road,  
Opp. Reserve Bank of India, Worli, Mumbai-400018.

**Share Department**

Indage House, 82, Dr. Annie Besant Road,  
Opp. Reserve Bank of India, Worli, Mumbai-400018.

**Auditors**

M/s Sorab S.Engineer & Co.  
Chartered Accountants  
Ismail Building, 381 Dr. D.N. Road, Fort,  
Mumbai -400 001.

**Bankers**

UCO Bank  
DBS Bank

**Registrar & Share Transfer Agents**

Sharex Dynamic ( India) Pvt. Ltd.  
Unit No.I, Luthra Road, Premises,  
Andheri Kurla Road, Safed Pool  
Andheri (East), Mumbai-400072.  
Tel No.:022-2851 5606/2851 5644  
Fax No.:002-2851 2885

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**NOTICE**

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of Indage Restaurants and Leisure Limited held on Friday, 28<sup>th</sup> day of January, 2011 at 10.00 a.m. at Victoria Memorial School for the Blind, 73, Tardeo Road, Opposite Film Center, Tardeo, Mumbai 400 034 which was adjourned without transacting the business to receive, consider and adopt the Audited Balance Sheet as at **31<sup>st</sup> March, 2010** and the Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon, will be held on Monday, 28<sup>th</sup> day of February, 2011 at 10.00 a.m. at Victoria Memorial School for the Blind, 73, Tardeo Road, Opposite Film Center, Tardeo, Mumbai 400 034 to transact the business as set out in the notice of Annual General Meeting already sent to the shareholders.

**For and on behalf of the Board**

**Sd/-  
Vickrant Chougule  
Managing Director**

**Place: Mumbai**

**Date: 2<sup>nd</sup> February, 2011**

**Registered Office:**

Indage House,  
82, Dr. Annie Besant Road,  
Worli, Mumbai – 400 018

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. Members are requested to bring their copies of Annual Report and duly filled Attendance Slip for attending the Meeting.
4. Members are requested to address all correspondences, including dividend matters, to the Registrars and the Share Transfer Agent viz. M/s. Sharex Dynamic (India) Private Limited.
5. The members are requested to intimate, well in advance, to the Company and to the Depositories, as the case may be, of the changes in their addresses with the postal pin code numbers and also the particulars of their Bank Account Numbers to minimise the chances of fraudulent encashment of the future dividend warrants/cheques/drafts, if any.
6. The Company's Share Transfer Books were closed from 17<sup>th</sup> January, 2011 to 28<sup>th</sup> January, 2011 (both days inclusive).
7. The relevant details of Directors seeking re-appointment under item number 2 of the Notice, as required under clause 49 of the Listing Agreement entered into with the Stock Exchange are given under the Corporate Governance Report.
8. All members holding Share Certificates issued in the Company's old name 'Champagne Vineyards Limited' are requested to surrender the same to the Company's Registrar & Transfer Agent viz. M/s. Sharex Dynamic (India) Private Limited.
9. A member desirous of getting any additional information in respect of the contents of the Annual Report is requested to forward their requests to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.

**For and on behalf of the Board of Directors**

**Sd/-  
Vickrant Chougule  
Managing Director**

**Place : Mumbai**

**Date : 2<sup>nd</sup> February, 2011**

## DIRECTORS' REPORT

To,

The Shareholders,

Your Directors take pleasure in presenting the 27<sup>th</sup> Annual Report together with the Audited Statement of Accounts (Standalone & Consolidated) for the year ended 31<sup>st</sup> March, 2010.

### FINANCIAL RESULTS:

	Standalone		Consolidated	
	2009-10	2008-09	2009-10	2008-09
<b>Profit/(Loss) before Depreciation, Taxation &amp; Extraordinary items</b>	<b>(728.91)</b>	<b>(114.62)</b>	<b>(1187.73)</b>	<b>(186.75)</b>
Depreciation	<b>(466.06)</b>	<b>(438.13)</b>	<b>(617.56)</b>	<b>(538.52)</b>
<b>Profit/(Loss) before Tax &amp; Extraordinary items</b>	<b>(1194.97)</b>	<b>(552.75)</b>	<b>(1805.29)</b>	<b>(725.27)</b>
<b>Tax Expenses</b>				
Current	-	-	-	
Fringe benefit Tax	-	<b>(7.00)</b>		<b>(7.99)</b>
Deferred	-	-	-	-
Extra-ordinary Items	<b>(276.16)</b>	<b>(674.92)</b>	<b>(276.16)</b>	<b>(734.94)</b>
<b>Profit/(Loss) after Tax</b>	<b>(1471.13)</b>	<b>(1234.67)</b>	<b>(2081.45)</b>	<b>(1468.20)</b>
Minority interest	-	-	<b>(1.85)</b>	<b>(0.93)</b>
Pre acquisition Profit			<b>(32.28)</b>	
	<b>(1471.13)</b>	<b>(1234.67)</b>	<b>(2047.31)</b>	<b>(1467.27)</b>
Balance brought forward from the previous year	<b>(573.01)</b>	<b>661.66</b>	<b>(814.73)</b>	<b>800.67</b>
<b>Balance carried to Balance sheet</b>	<b>(2044.14)</b>	<b>(573.01)</b>	<b>(2862.04)</b>	<b>(666.60)</b>

### FINANCIAL PERFORMANCE:

During the year under review, the Company incurred a Loss before depreciation, tax & extra-ordinary items of Rs.1187.73 lacs as compared to Loss of Rs.186.75 lacs in the previous year. However, the bottom line reflected an overall Loss of Rs. 2047.31 lacs as compared to Loss of Rs. 1467.27 lacs in the previous year mainly because of increase in total expenditure including depreciation cost.

**REVIEW OF OPERATIONS:**

The standalone turnover for the year ended 31<sup>st</sup> March, 2010 stood at Rs. 2521.46 lacs as against turnover of Rs. 2603.22 lacs in the previous year. The consolidated turnover stood at Rs. 3438.12 as against Rs. 3077.47 lacs in the previous year. However, the bottom line reflected a loss of Rs. 2047.31 as against Loss of Rs. 1467.27 in the previous year, which is mainly attributable to the increase in expenditure to Rs. 5243.41 lacs as against Rs. 3802.74 lacs in previous year. (Consolidated)

In spite of losses in the Current Year, your Directors are hopeful of doing better in coming years, as the Company is in process of acquiring well know chain of restaurant.

**DIVIDEND**

In view of losses incurred and to finance the growth plans through internal accruals, your Directors do not recommend any Dividend for the year 2009-2010.

**SUBSIDIARY:****1. Nando's Indage Restaurants Private Limited:**

Your Company owns 99.60 percent of the Share Capital of Nando's Indage Restaurants Private Limited. During the year under review, the turnover of the Company declined by approx 33.72 percent and stood at Rs 314.33 lacs as against to 474.25 lacs in the previous year.

Further, in view of Section 212(1) of the Companies Act, 1956, the Company has attached to its Annual Report, the Directors' Report, Balance Sheet and Profit & Loss Accounts of the said Subsidiary Company.

The statement of the Holding Company's interest in the said subsidiary pursuant to Section 212(1)(e) of the Companies Act, 1956 is also attached along with the Report of the Board.

**2. Amazon Foods and Beverages Pvt. Ltd.**

Your Company owns 99.90 percent of the Share Capital of Amazon Foods and Beverages Private Limited. During the year under review, the turnover of the Company declined by approx 29.26 percent and stood at Rs 602.34 lacs as against to 851.51 lacs in the previous year.

Further, in view of Section 212(1) of the Companies Act, 1956, the Company has attached to its Annual Report, the Directors' Report, Balance Sheet and Profit & Loss Accounts of the said Subsidiary Company.

The statement of the Holding Company's interest in the said subsidiary pursuant to Section 212(1)(e) of the Companies Act, 1956 is also attached along with the Report of the Board.

**CORPORATE GOVERNANCE:**

The Company has complied with the mandatory provisions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement (as amended) with the Stock Exchange. A separate Annexure of Corporate Governance and Certificate from the Auditors of the Company certifying compliance of conditions of Corporate Governance are annexed herewith and form part of this Annual Report.

**DIRECTORS:**

Mr. Ranjit Shyam Chougule, Director, retires by rotation at the ensuing Annual General Meeting, and being eligible, offer himself for re-appointment.

The brief details of the said Director has been provided in Corporate Governance Report under the heading "Board of Directors".

**DIRECTORS' RESPONSIBILITY STATEMENT**

As required under the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm:

- i) that in the preparation of the Annual Accounts for the year ended 31st March, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2010 and of the Loss of the Company for the year under review;
- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Annual Accounts for the year ended 31st March, 2010, have been prepared on a 'going concern' basis.

**FIXED DEPOSIT:**

The Company has neither invited nor accepted any Fixed Deposits from the public during the year.

**AUDITORS:**

M/s. Sorab S. Engineer & Co. Chartered Accountants, (Registration No. 110417W), the Auditors of the Company hold their office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment as the Company's Auditors from the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting. . The Company has received their willingness to act as Auditors of the Company along with a letter from them to the effect that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

**AUDITORS OBSERVATION:**

With reference to the observations made by the Auditors in their Report, the Directors hereby state as follows:

1. In respect of Capital Work in Progress, the Management clarifies that there are certain projects initiated by the Company which are held due to the financial situation of the Company and are in the process to revive the same in near future.

2. In case of amount disclosed under Loans & Advances as stated under Clause 4(f)(ii) of the Auditors Report, the Management states that the said amount as reflected are recoverable and the Company is in process of reconciling the same.
3. In case of Unsecured Loans from Companies under the same Group and from Directors, the Management states that the said amounts are payable to respective parties and the management is in the process of reconciling the same.
4. In respect of Gross Operating Receipts which includes Marketing Tie-up, the Management clarifies that the said transaction is an arms length transaction as in the normal course of business. The Management further clarifies that the recovery of the same is ensured and will occur in normal course of business.

**COMPLIANCE CERTIFICATE:**

As required under Section 383(A)(1) of the Companies Act, 1956, Compliance Certificate from Secretary in Whole-time practice is attached herewith.

**PARTICULARS OF EMPLOYEES:**

During the year under review, the Company has not employed any employee whose particulars are required to be disclosed in this report pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) (Amendment) Rules, 2000.

**LISTING ARRANGEMENT:**

The Company's Equity Shares are listed at the Bombay Stock Exchange Limited and the Annual Listing Fees has been paid to the said Exchange. Also, the Company's Equity Shares have been delisted from Pune Stock Exchange w.e.f. 31st March, 2009.

**ADDITIONAL INFORMATION:**

As required by the Companies (Disclosure of particulars in the report of the Board of Directors) rules, 1988, the relevant information and details are mentioned below:

**(A) CONSERVATION OF ENERGY:**

The Company has taken all the necessary measures to conserve the energy in terms of Electricity though the Company's operations involve low energy consumption.

**(B) TECHNOLOGY ABSORPTION:**

The Company is not involved in carrying on any business which would require technology absorption.

**(C) FOREIGN EXCHANGE EARNINGS & OUTGO:**

The Company has earned Foreign Exchange of Rs. 10,079,517/- during the year under review (previous year – Rs. 95,04,721/-).

There has been no Foreign Exchange Outgo on account of Import.

**ACKNOWLEDGEMENT:**

Your Directors takes this opportunity to express their gratitude for the assistance and co-operation received, especially in such tough times and difficult circumstances faced by the Company, from employees at all level, who have contributed to the progress of the Company. We would also thank all our investors, clients, bankers and other business associates for their continued support and encouragement during the year.

We also thank all government agencies for their support during the year and look forward for their contributed support in future.

**For and on Behalf of the Board of Directors****Sd/-****Sham Chougule**  
Chairman**Sd/-****Vickrant Chougule**  
Managing Director**Place : Mumbai****Date : 2<sup>nd</sup> February 2011**