



ISHWAR BHUVAN HOTELS LIMITED

**18 TH
ANNUAL REPORT
2003 - 2004**



ISHWAR BHUVAN HOTELS LIMITED

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BOARD OF DIRECTORS

Shri Ishwarlal P. Barot (Chairman)
Shri Jugaldas P. Barot (Vice Chairman)
Shri Pankaj J. Barot (Managing Director)
Shri Kamlesh Barot
Shri Rajnikant Barot
Shri Ketan Barot
Shri Kishore J. Janani
Shri Shyam Dhargalkar

AUDITORS

Kamlesh Bhatt & Co.
Chartered Accountants, Surat.

SOLICITORS & ADVOCATES

M/s. Haridas & Co.
Examiner Press Building,
35, Dalal Street,
Fort, Mumbai - 400 023.

REGISTRARS & SHARE TRANSFER AGENTS

Bigshare Services (P) Ltd.,
E-2 Ansa Industrial Estate, Saki Vihar, Saki Naka,
Andheri (E)
Mumbai - 400 072.

REGISTERED OFFICE

Rajdhani,
Dandia Bazar,
Baroda - 390 001.

ISHWAR BHUVAN HOTELS LIMITED

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of Ishwar Bhuvan Hotels Limited will be held at Revival Hotel, Sayaji Gardens, University Road, Baroda-390 002, on Thursday, September 30, 2004 at 12.00 Noon to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2004 and the Profit & Loss Account for the year ended on that date together with the Report of the Director's and Auditor's thereon.
2. To appoint a Director in place of Shri. Kamlesh J. Barot, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri. Jugaldas P. Barot, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration.

Special Business

Voluntary delisting of the Company's Equity Shares from Stock Exchanges at Ahmedabad, Vadodara.

5. To consider and if thought fit, to pass the following resolution with/without modification as an Special Resolution :

"RESOLVED THAT, in modification of the special Resolution passed in this regard in the past by the members and subject to the subject to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification (S) or reenactment thereof for the time being in force and as may be enacted hereinafter), the securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee thereof, if any, for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the board to the Board to delist the Company's Equity shares from all or any of the stock Exchanges excluding The Stock Exchange, Mubami i.e., delisting from The Ahmedabad Stock Exchange, Ahmedabad, and the Vadodara Stock Exchange."

RESOLVED FURTHER THAT, the Board be and is hereby authorised to take all necessary steps in this regard in order to comply with the legal and/or procedural formalities, including authorising any Committee of Directors or any of the Directors / officers / executives of the company to do all such acts, deed or things to give effect to the above.

6. To consider and if thought fit, to pass the following resolution with/without modification as an special Resolution :

"RESOLVED THAT, in supersession of the resolutions passed earlier in this regard and subject to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956 the consent of the members be and is hereby accorded to keep the registers, indices of members and copies of all annual returns and the certificates annexed thereto prepared under the provisions of the Companies Act, 1956 at Big Share Registry Limited.

"RESOLVED FURTHER THAT, the registers, indices, returns, certificates and documents aforesaid, be kept open for inspection at the aforesaid place by the persons entitle thereto, to the extent in the manner and on payment of requisite fees between 11.00 a.m. and 1.00 p.m. on all working days (except Saturday and Sunday) and except when the registers are closed under the provisions of the Companies Act, 1956."

By Order of the Board of Directors
For Ishwar Bhuvan Hotels Limited

Place : Surat
Date :20-8-2004

Managing Director
(Pankaj J. Barot)

ISHWAR BHUVAN HOTELS LIMITED

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 sets out all material facts relating to the business mentioned at item no. 5 of the accompanying Notice dated August 20, 2004.

Item No. 5

Presently, the Company's equity shares are listed on the following stock Exchanges in India :-

- The Vadodara Stock Exchange, Vadodara.
- The Mumbai Stock Exchange, Mumbai
- The Ahmedabad Stock Exchange, Ahmedabad

The member had in the previous two Annual General Meetings passed enabling resolutions for delisting the Company's shares from the stock exchanges. The Securities and Exchange Board of India (SEBI) had issued Guidelines in February 2003 for Delisting of securities from the Stock Exchanges. These Guidelines, have done away with the requirement of offering an exit option to the members situated in the regions of the Stock Exchanges from which a company's securities are proposed to be delisted. Accordingly, it is now proposed to seek the approval of the members for delisting from Vadodara Stock Exchange and Ahmedabad Stock Exchange.

As the Stock Exchange, Mumbai (BSE) has extensive networking of centres, the investors have access to online dealing in the Company's securities across the country. The trading volumes of the Company's equity shares on the all the three stock exchanges are on the decline and in fact the trading is so negligible that the number of transfers is miniscule as compared to the total capital the listing fees paid to the stock exchanges do not commensurate with the benefits that accrues to the company/investors. Despite the enabling resolutions passed in the past, the Company waited to find whether there would any improvement in the trading Hence as an abundant caution the approval of the members is sought for voluntary delisting.

The proposed voluntary delisting from the Stock Exchanges will not adversely affect any investors including the Members located in the regions where the said Stock Exchanges are situated. Pursuant to Section 61 of the companies Act, and the SEBI (Delisting of Securities) Guidelines, it is now proposed to seek the Members approval by way of a special Resolution for voluntary delisting of the Company's Equity shares from the said Stock Exchanges, as set out in the Resolution at Item No. 6.

The proposed delisting is in the interests of the Company and the Board commends the Resolution for acceptance by the Members. None of the Directors is concerned or interested in the resolution.

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Item No. 6

The Company's Registrars & Share Transfer Agents of the Company were R & D Consultants Limited (R&D) However R & D is in the process of discontinuing their operations and hence the Company had chosen Big share Registry Limited as the new Registrars & share Transfer Agents of the Company.

Pursuant to Section 163 of the Companies Act, 1956 approval of the members is required for keeping the registers and indices of members, copies of annual returns and other related documents at a place other than the Registered office of the Company. As there has been a change in the Registrars & Share Transfer Agents of the Company, the consent of the members is sought under the provisions of the Companies Act, 1956 for keeping the Registrars and share Transfer Agents.

None of the Directors is interested in the resolution.

By Order of the Board of Directors
For Ishwar Bhuvan Hotels Limited

Place : Surat
Date : 20-8-2004

Managing Director
(Pankaj J. Barot)

Notes :

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
- B. The Register of Members and Shares Transfer Books of the Company will remain closed from 27-9-2004 to 30-9-2004 (both days inclusive)
- C. Members are requested to notify any change of address to the Share Transfer Agents of the Company.
- D. Members are requested to bring Annual Reports alongwith them to the Annual General Meeting.
- E. Members desirous of getting any information about the accounts of the company are requested to send their queries so as to reach atleast seven days before the meeting at the company's Registered Office at Vadodara.

ISHWAR BHUVAN HOTELS LIMITED**DIRECTOR'S REPORT**

Your Directors' present their report together with the Audited Statement of Accounts for the year ended March 31, 2004.

Operations

During the year under review, the turnover of the Company through letting of rooms, food etc., has increased from Rs. 2,96,81,057 to Rs. 3,75,77,769. The brief financial details are as follows :

	For the Year under Review (Rupees)	Previous year (Rupees)
Gross Turnover	3,75,77,769	2,96,81,057
Net Loss Before Taxes	(1,70,58,551)	(1,60,74,970)
Less : Provision for Taxes	-	-
Net Loss after Taxes	(1,70,58,551)	(1,60,74,970)
Add : Loss brought forward	(6,90,74,018)	(5,29,99,048)
Less : Provision for tax-Previous period	5,69,292	-
Surplus / deficit carried to Balance Sheet	(8,67,01,861)	(6,90,74,018)

Dividend

Inview of the loss incurred by the Company, your Directors do not recommend any dividend for the year under review.

Auditor's Report

The auditors in their report have referred to the notes forming part of the accounts. The said notes are self explanatory and do not need any further elucidation.

Directors

Pursuant to the provisions of the companies Act, 1956, Shri. Jugaldas Barot and Shri. Kamlesh J. Barot retire by rotation and being eligible offer themselves for reappointment.

The entire board is likely to be re-constituted in the current year.

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Auditors

You are requested to appoint Auditors and fix their remuneration at the ensuing Annual General Meeting. The retiring Auditors M/s. Kamlesh Bhatt & Co., Chartered Accountants, Surat are being eligible for reappointment.

Particulars of Employees

None of the employees is drawing remuneration as per the limits set out in section 217 (2A) of the Companies Act, 1956.

Fixed Deposits

Your Company has not accepted any fixed Deposit from the public during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The information required under Section 217 (1) (e) of the Companies Act, 1956, read with the companies (disclosure of particulars in the Report of board of directors) Rules, 1988 relating to conservation of energy & Technology Absorption is not applicable to the company.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors make this responsibility statement :

- * In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- * The directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of company for that period ;
- * That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- * That the directors had prepared the annual accounts on a going concern basis.