

sweet



years

of Dignified Hospitality

ANNUAL REPORT 2017-18
TGB Banquets and Hotels Ltd.

Message from the Director - TGB

Dear Shareholders,

I am glad to get one more opportunity to connect with you and present the Annual Report of our company for the financial year 2017 - 2018.

Despite challenging GST & demonetization, we have expanded our reach and further strengthened ourselves so that we can serve our customers

TGB is built on solid foundations. Our values, focus, passion and a unique model of hospitality continue to differentiate our offerings. An integrated business model and presence in various verticals shield us against risks and at the same time gives us the confidence to move ahead with our strategies and plans. Our focus is to continue growing as a responsible organization, inspiring progress in the lives we touch.

In coming years with advent of globalization & faith in robust economic growth story of India, with various economic initiatives, the frozen foods business indicates a trend towards rapid growth so we have already started R & D on products for future growth.

I would like to thank the board of directors for their valuable time, guidance and support given to our company during this financial year. Along with that I would like to thank the Management team for their co-operation, co-ordination and support which leads to furtherance of TGB Banquets and Hotels Ltd. Last but not the least, I would like to thank all the members of TGB family for their efforts,

“ Fight with your strength,
Not with other's weakness
Because true success lies in your efforts,
Not in other's defeat ”

Sincerely

Shri Narendra Somani
Chairman & Managing Director

19th Annual Report

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Annual General Meeting	:	<i>Friday, 28th September, 2018</i>
Time	:	<i>10.30 A.M.</i>
Venue	:	<i>"THE GRAND BHAGWATI", Plot No. 380, S.G. Road, Bodakdev, Ahmedabad- 380054</i>
Book Closure Dates	:	<i>17th September, 2018 to 28th September, 2018 (Both days inclusive) for the purpose of 19th AGM</i>

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Narendra G. Somani (DIN : 00054229)	-	Chairman & Managing Director
Mr. Devanand G. Somani (DIN : 00515959)	-	Whole-time Director
Mr. Hemant G. Somani (DIN : 00515853)	-	Whole-time Director
Mr. Balveermal Singhvi (DIN : 05321014)	-	Independent Director
Mr. Mahendra Kumar Bhandari (DIN : 03035629)	-	Independent Director
Ms. Anjali Tolani (DIN : 06958982)	-	Women Director (Independent Director)

KEY MANAGERIAL PERSONNEL

Ms. Priyanka K. Gola ACS No. A51147	-	Company Secretary
Mr. Ashish R. Thakkar (w.e.f. 12 th May, 2018)	-	Chief Financial Officer

AUDITORS

Suresh R. Shah & Associates
Chartered Accountants
(Firm Registration Number: 110691W)

BANKERS

Indian Overseas Bank

REGISTERED OFFICE

"The Grand Bhagwati"
Plot No. 380, S. G. Road,
Bodakdev, Ahmedabad-380054
E-mail: cs@tgbhotels.com
Website: www.tgbhotels.com
CIN: L55100GJ1999PLC036830

LISTED ON

Bombay Stock Exchange Limited
SCRIP ID : 532845
National Stock Exchange of India Limited
Code: TGBHOTELS

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
5th floor, 506 to 508
Amarnath Business Center- 1 (ABC-1),
Beside Gala Business Center, Nr. St. Xavier's College Corner
Off C. G. Road, Navrangpura, Ahmedabad- 380009
Email: ahmedabad@linkintime.co.in

EQUITY SHARES

ISIN DEMAT CODE : INE797H01018

NOTICE

NOTICE is hereby given that the **19th Annual General Meeting** of the members of **TGB BANQUETS AND HOTELS LIMITED** will be held on **Friday, 28th September, 2018 at 10:30 AM** at **"THE GRAND BHAGWATI", Plot No.380, S. G. Highway, Bodakdev, Ahmedabad - 380054** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at and the Statement of Profit and Loss [including Consolidated Balance Sheet and Statement of Profit and Loss] for the year ended on 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.

2. Appointment of Director Retiring by Rotation

To appoint a director in place of Mr. Devanand G. Somani (DIN: 00515959), who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, the appointment of Suresh R. Shah & Associates, Chartered Accountants, FRN: 110691W, Ahmedabad, as Statutory Auditor(s) of the Company approved by Ordinary Resolution passed by the Postal Ballot, to hold office from the declaration of Results of the Postal Ballot until the conclusion of this Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 19th Annual General Meeting until the conclusion of the 23rd Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

**By Order of the Board of Directors
For, TGB Banquets and Hotels Limited**

**Place: Ahmedabad
Date: 11th August, 2018**

**Priyanka K. Gola
(Company Secretary)
ACS No. A51147**

Registered Office:

"The Grand Bhagwati"
Plot No. 380, S. G. Road,
Bodakdev, Ahmedabad-380054
CIN: L55100GJ1999PLC036830

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Members. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

- Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting are annexed to the Notice.
- Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote
5. Relevant documents referred to in the accompanying Notice are open for inspection by members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 AM to 1.00 PM upto the date of this Annual General Meeting.
6. **The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 17th September, 2018 to Friday, 28th September, 2018 (both days inclusive).**
7. Members are requested to notify immediately any change in their addresses and/or the email ids details to the Company's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd. for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of Electronic Voting) as on the cut- off date i.e. 21st September, 2018.
9. The remote e-voting period will commence on Tuesday, 25th September, 2018 [9:00 AM] and ends on Thursday, 27th September, 2018 [5:00 PM]. During this period, Members holding shares either in physical form or demat form, as on cut-off date i.e. 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast vote again.
10. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least Seven days before the date of meeting.

11. Transfer of unclaimed/unpaid amount to the Investor Education and Protection Fund ("IEPF").

Members are requested to note that dividends if not encashed for a consecutive seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to transfer to Investor Education and Protection Fund (IEPF) Demat Account. Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority.

The Company has sent individual notices to all the shareholders whose dividends are lying unpaid/ unclaimed against their name for seven consecutive years or more. Shareholders are requested to claim the same as per procedure laid down in the Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. Shareholders who have not yet en-cashed their dividend warrant(s) pertaining to the dividend for the financial year 2009-10 onwards for the Company, are requested to lodge their claims with the RTA. It may be noted that the unclaimed dividend for the financial year 2010-11 declared by the Company can be claimed by the shareholders by 28th September, 2018. Further, the Company has uploaded the details of unclaimed dividend as on 29th September, 2018 on the website of the Company and also on the website of the Ministry of Corporate Affairs.

The Members whose unclaimed/unpaid shares have been transferred to IEPF, may claim the same by making an application to the IEPF authority in Form no. IEPF- 5 available on www.iepf.gov.in. Members can file only one consolidated claim in a financial year as per IEPF Rules.

12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.

13. Updation of member's details

The format of the register of members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to records additional details of the Members, including their PAN details, email address, bank details for payment of dividend, etc.

The Securities and Exchange Board of India (SEBI) has also mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

14. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.

To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd. /Depositories and update the same if there is any change in e-mail id.

15. The Notice of the 19th Annual General Meeting along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
16. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.tgbhotels.com and also on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholder may also send request to the Company's investor e-mail id: cs@tgbhotels.com
17. The Route Map for the venue of the 19th Annual General Meeting is enclosed with this Notice.

18. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of Voting by electronic means which includes remote e-voting the facility of casting votes by a member using an electronic voting system from a place other than venue of Annual General Meeting to exercise their right to vote at the 19th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 19th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

19. The Company has appointed Mr. Umesh Ved, Practicing Company Secretary, Ahmedabad as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.
20. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of agency (CDSL) www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 28th September, 2018.
22. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting will commence on Tuesday, 25th September, 2018 [9:00 AM] and ends on Thursday, 27th September, 2018 [5:00 PM]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members holding share in physical or in demat form as on 21st September, 2018 shall only be eligible for e-voting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) 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)
•	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number will be intimated to such member by way of letter.
•	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
•	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN (180828037) TGB BANQUETS AND HOTELS LIMITED.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (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 e-mailed 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) for 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 favor 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 e-mail to helpdesk.evoting@cdslindia.com.

Annexure:

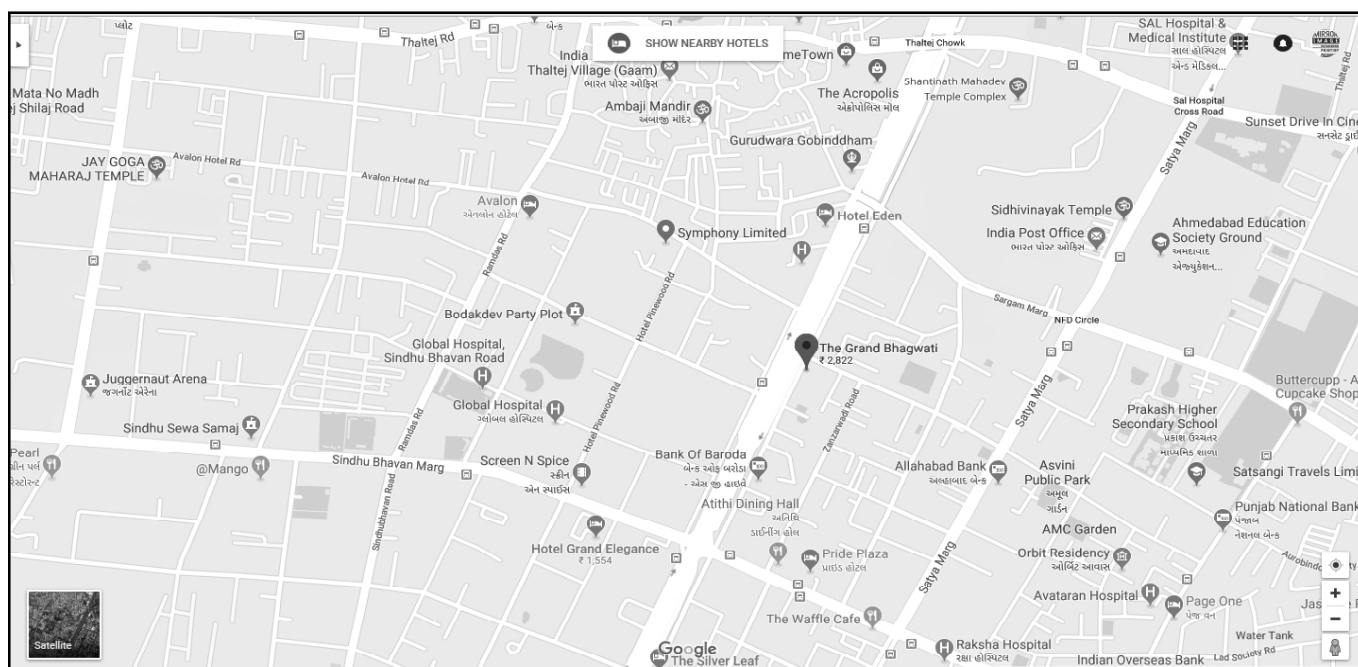
DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Directors	Mr. Devanand Gurmukhdas Somani
Date of Birth	22.04.1971
DIN	00515959
Date of Appointment	23.09.2015
Qualification	F.Y. B.COM
Nature Expertise in specific functional Area	Catering & Hotel Industry
Profile of the Director	Mr. Devanand Somani having more than 23 years of experience in Catering & Hotel Industry, he is Whole time Director of the Company, he is managing outdoor catering business situated at Surat since his appointment with the Company.
Directorships held in other Public Companies (excluding foreign and Private Companies)	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies	NIL
Share holding in the Company	1083400
Relationship between directors inter se	Relative of Mr. Narendra G. Somani and Mr. Hemant G. Somani.

Route Map to the AGM Venue

Venue of AGM:

"The Grand Bhagwati" , Plot No.380, S. G. Highway, Bodakdev, Ahmedabad - 380054



DIRECTORS' REPORT

To,

The Members,

Your directors have pleasure in presenting their 19th Annual Report with the Audited Financial Statements for the financial year ended on 31st March, 2018.

FINANCIAL RESULTS

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

(₹ in Lakhs)

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Revenue from Operation	11873.75	13686.24
Other Income	448.89	279.97
Total Revenue	12322.64	13966.21
Less : Total Expenditure	14967.32	14755.79
Profit from Operations before Exceptional Items and Tax	(2644.68)	(789.58)
Add : Exceptional Items	1370.14	-
Profit before tax	(1274.54)	(789.58)
Less : Provision for taxation	-	-
Add : Deferred tax Liability	1328.80	128.05
Profit after tax	54.26	(661.53)
Other Comprehensive Income		
Items that will not be reclassified to P & L : Re-measurement of defined benefits plans (net of tax)	29.65	0.56
Total Comprehensive Income	83.91	(660.97)

* Previous year figures have been regrouped and rearranged wherever considered necessary.

** The Company has adopted the Indian Account Standards (Ind AS) from the 01st April, 2017 issued by the Institute of Chartered Accountant of India. Hence, Financial Statements for the year ended 31st March, 2018 has been prepared in accordance with the applicable standards of Ind AS to the Company w.e.f. 01st April, 2017.

REVIEW OF OPERATIONS

During the financial year 2017-18, your company booked total revenue of ₹ 12322.64 Lakhs as compared to ₹ 13966.21 Lakhs in financial year 2016-17. This year, your company booked operating profit of ₹ (2644.68) Lakhs as compared to ₹ (789.58) Lakhs in the previous financial year.

DIVIDEND

Looking to the requirement of the funds for internal growth of the Company, the Board of Directors of the Company have decided not to recommend any dividend for the year ended on 31st March, 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis for the year under review as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is included in this report as Annexure-"A".

PERFORMANCE OF SUBSIDIARY COMPANY

Lov Kush Properties Private Limited, Wholly Owned Subsidiary Company of the Company has not commenced any business operations during the financial year 2017-18. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The accounts of the Lov Kush Properties Private Limited are consolidated with the accounts of the Company in accordance with the provisions of Indian Accounting Standards (Ind- AS)- 110 on consolidated financial statement issued by the Institute of Chartered Accountants of India, Companies Act, 2013 read with Schedule III of the Companies Act, 2013 and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements are provided in this Annual Report.