

RIVER FRONT HOTELS LIMITED

Annual Report

2016-17

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 & EOU

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

**26th Annual General Meeting on Saturday, 30th September, 2017 at 11.00 A.M.
at Landmark, Opp. Dutch Garden, Nanpura, Surat – 395001, Gujarat**

FOR RIVER FRONT HOTELS LIMITED

CHAIRMAN/MANAGING DIRECTOR/WHOLETIME
DIRECTOR/DIRECTOR COMPANY SECRETARY

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FOR RIVER FRONT HOTELS LIMITED

CHAIRMAN/MANAGING DIRECTOR/WHOLETIME
DIRECTOR/DIRECTOR COMPANY SECRETARY

Notice of Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of the members of **River Front Hotels Limited** will be held on Saturday, 30th September, 2017 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, 2017 and reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Fatima Farukh Poonawala (DIN: 02340990), 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**:

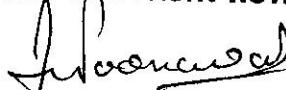
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), ('the Act') the appointment 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 24th Annual General Meeting for a term of five consecutive years till the conclusion of the 28th Annual 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

FOR RIVER FRONT HOTELS LIMITED


**Chairman/Managing Director/Wholetime
Director/Director Company Secretary**

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 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 on all working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the 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 Saturday, September 23, 2017 to Saturday, September 30, 2017 (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 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.
10. 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.

FOR RIVER FRONT HOTELS LIMITED

11. Re-appointment of Director:

At the ensuing Annual General Meeting, Mrs. Fatima 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. The details pertaining to Mrs. Fatima Farukh Poonawala pursuant to the requirements of Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), are furnished in the Corporate Governance Report forming part of this Annual Report.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market.

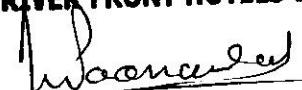
Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.

13. 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/-

**Farukh Valibhai Poonawala
Managing Director****Registered Office:**

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

Date: 11th August, 2017**Place: Surat****FOR RIVER FRONT HOTELS LIMITED**
CHAIRMAN/MANAGING DIRECTOR/WHOLETIME
DIRECTOR/DIRECTOR COMPANY SECRETARY

Directors' Report

Dear Shareowners,

Your Directors present the 26th Annual Report and the audited financial statements for the financial year ended March 31, 2017.

Financial Results

The financial performance of the Company for the year ended March 31, 2017 is summarized below:

Particulars	(Amount in ₹)	
	Financial year ended as on March 31, 2017	Financial year ended as on March 31, 2016
Total Income	4,98,721	2,70,178
Profit/(Loss) before taxation	2,09,856	2,16,810
Tax expenses (Net) (including deferred tax and tax for earlier years)	53,053	78,057
Profit / (Loss) after taxation	1,56,803	1,38,753
Other Comprehensive Income	0	0
Add: Balance of profit/(loss) brought forward	2,14,587	75,834
Balance carried to Balance Sheet	3,71,390	2,14,587

Financial Performance and Business Operation

During the financial year under review, your Company earned an income of ₹4,98,721/- against ₹2,70,178/- in the previous year. The Company incurred a profit after tax of ₹1,56,803/- for the year as compared to ₹1,38,753/- in the previous year.

Dividend

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

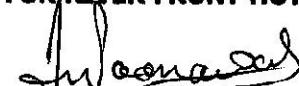
Management Discussion and Analysis

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) 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.

FOR RIVER FRONT HOTELS LIMITED



Mr. S. Venkateswaran
Chairman/Managing Director/Wholetime
Director/Director/Company Secretary

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 under review, The Company has not any Subsidiary and Associate Companies.

Directors

During the year under review, Mr. Taha Saifuddin Badshah, Mr. Taher Nagpurwala Ebrahimare appointed as an Independent Directors and Mr. Faiz Ahmed Farukh Poonwala appointed as Non-executive Director of the Company with effect from 10th December, 2016 to hold the office for five consecutive years.

Key Managerial Personnel

Mr. Farukh Valibhai Poonawala was appointed as Managing Director and designated as Key Managerial Personnel by the Board with effect from 10th December, 2016.

Mrs. Fatima Farukh Poonawala, Director of the Company was appointed as Chief Financial Officer (CFO) and designated as Key Managerial Personnel by the Board with effect from 11th March, 2017.

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

The Nomination and Remuneration Committee of the Board has devised a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Employees the Committee has formulated the criteria for determining qualifications, positive attributes and independence of a Director, which has been put up on the Company's website. The policy on the above is attached as **Annexure-A**.

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, 2017, 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, 2017 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, 2017, 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 under review 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

There were no material changes and commitments affecting the financial position of the Company.

Meeting of the Board

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, eleven Board Meetings were held, details of which are given in the Corporate Governance Report.

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.

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, 2017. The Secretarial Audit report is annexed herewith as **Annexure-C**. The report of the Secretarial Auditors is self explanatory.

Extract of Annual Return

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

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 under review 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 under review. Your Directors also wish to place on record their deep sense of appreciation for the 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: 17th April, 2017**

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 thereunder 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;
- ii) strive to attend the general meetings of the company;
- iii) keep themselves well informed about the company and the external environment in which it operates;
- iv) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- v) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- vi) 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 thereunder 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.

RIVER FRONT HOTELS LIMITED

Annual Report

2016-17

Corporate	-							
e) Banks/ FI	-							
f) Any Other	-							
Sub-Total	-	2153055	2153055	71.59	-	2153055	2153055	71.59
(A)(1):								0.00
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	2153055	71.59
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
shareholders								
holding								
nominal share								
capital up to ₹								
1 Lakh								
ii Individual	-	834400	834400	27.74	-	834400	834400	27.74
shareholders								
holding								
nominal share								
capital in								
excess ₹1 Lakh								
c) Others								
(specify)								
i) Non Resident	-	-	-	-	-	-	-	-
Indians	-	-	-	-	-	-	-	-
ii) Clearing	-	-	-	-	-	-	-	-
Member/								

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Clearing House	-	-	-	-	-	-	-	-
iii) Trusts	-	-	-	-	-	-	-	-
iv) Limited	-	-	-	-	-	-	-	-
Liability	-	-	-	-	-	-	-	-
Partnership	-	-	-	-	-	-	-	-
v) Foreign	-	-	-	-	-	-	-	-
Portfolio	-	-	-	-	-	-	-	-
Investor	-	-	-	-	-	-	-	-
(corporate)	-	-	-	-	-	-	-	-
vi) Qualified	-	-	-	-	-	-	-	-
Foreign	-	-	-	-	-	-	-	-
Investors	-	-	-	-	-	-	-	-
Sub-Total	-	854400	854400	28.41	-	854400	854400	28.41
(B)(2):	-							0.00
Total Public Shareholding	-	854400	854400	28.41	-	854400	854400	28.41
(B)=(B)(1)+(B)(2)	-							0.00
C. Non Promoters Non Public	-							
(1) Share held by Custodian for GDRs	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	3007455	3007455	100	-	3007455	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, 2016)			No. of Shares held at the end of the year (March 31, 2017)			% Change during the year
		No. of Shares	% of total Shares of the Company	% of shares Pledged/encumbered	No. of Shares	% of total Shares of the Company	% of shares Pledged/encumbered	
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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (April 01, 2016)		Increase/Decrease No. of Shares	Shareholding at the end of the year (March 31, 2017)		% of total shares of the Company
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company	
1.	Kusumben Shinde	106400	3.54	-	106400	3.54	3.54
2.	Jaivik Chhaganbhai Patel	106400	3.54	-	106400	3.54	3.54
3.	Kapil Ashokbhai Patel	106400	3.54	-	106400	3.54	3.54
4.	Gaurav Rameshbhai Patel	106400	3.54	-	106400	3.54	3.54

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5.	Jyoti Darpanbhai Patel	106400	3.54	-	106400	3.54
6.	Anjana Yogesh bhai Patel	106400	3.54	-	106400	3.54
7.	Jaagruti Tejasbhai Patel	106400	3.54	-	106400	3.54
8.	Narmadaben Prabhudas Patel	100	0.00	(100)	0	0
9.	Kanudas Prabhuadas 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 Yusufbhai 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:

Sl. No.	Name of Director/KMP	Shareholding at the beginnings of the year (April 01, 2016)		Increase/Decrease No. of Shares	Shareholding at the end of the year (March 31, 2017)	
		No. of Shares	% of total shares of the Company		No. of Shares	% 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	-	9,11,50,569	-	9,11,50,569
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	9,11,50,569	-	9,11,50,569
Change in the indebtedness 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	-	9,09,25,569	-	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

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: 17th April, 2017

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

The growth in the global economy was 3.1% in 2016, 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 2016. It is expected to increase from 3.1% in 2016 to 3.5% in 2017 largely driven by emerging markets. For 2016, the growth in Emerging and Developing Economies was 4.1%, and is projected to reach 4.5% in 2017. (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 2016 stood at 6.7% while India's economy grew at 6.8%. 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 7.2% 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 2017*).

Overview of the Global & Indian Tourism Industry

The direct contribution of Travel and Tourism to GDP was USD 2,306 billion (3.1% of total GDP) in 2016. This is expected to have increased to 3.8% in 2017 and to 4.0% from 2017-2027. Demand for international tourism remained robust in 2016 despite challenges.

In India, the total contribution of Travel & Tourism to GDP for 2016 was INR 14,018.5 billion (USD 208.9 billion), which represents 9.6% of India's GDP. Over this period, the total contribution of Travel & Tourism to employment, including jobs indirectly supported by the industry was 9.3% of total employment (over 40 million jobs). Visitor exports generated INR 1,529.3 billion (USD 22.8 billion), which represents 5.4% of total exports for 2016. Travel & Tourism investment in 2016 was INR 2,284.9 billion, which represents 5.7% of the total investment of (USD 34.0 billion).

Future Trends

The global economy is expected to grow at 3.5% in 2017 as compared to growth of 3.1% in 2016. In 2017, the Travel and Tourism industry's contribution to global GDP is expected to grow at 3.8%. 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 rise by 6.7% in 2017. The 10 year forecast indicates a CAGR of 6.7% to INR 28,491.8 billion (USD 424.5 billion) by 2027, at which point the sector is expected to comprise 10.0% of India's GDP. Leisure travel spending is expected to grow by 3.9% in 2017 to USD 3,970.4 billion and the 10 year forecast indicates a CAGR of

4.1% p.a. to reach USD 5,917.7 billion by 2027. Business travel spending is expected to grow by 4.0% in 2017 to USD 1,199.7 billion and the 10 year forecast indicates a CAGR of 3.7% p.a. to reach USD 1,719.9 billion in 2027. (Source : *World Travel & Tourism*)

Emerging Market and Developing Economies are forecast to grow at 4.5% and 4.8%, respectively, in 2017 and 2018, representing a steeper trajectory from 4.1% in 2016. China's GDP growth is expected to decrease marginally from 6.7% to 6.6% 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 2017 and 7.7% for 2018. 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 25% of the GDP from the current 17%. 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 20 private 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 2016, a total of 10.79 lakh tourists availed of the e-visa facility which has now been extended to residents of 161 countries arriving at 16 international airports. This represents a significant growth over e-visas issued in 2015 which stood at 4.45 lakh. (Source: News 18, 11th January 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 2016 (INR 12,079.0 billion) as compared with 5.4% for business travel spending (INR 689.0 billion). Leisure travel spending is expected to grow by 6.9% in 2017 and at a 10 year CAGR of 7.0% p.a. to reach INR 25,391.1 billion by 2027. Business travel spending is expected to grow by 5.5% in 2017 and at a 10 year CAGR of 7.2% p.a. to reach INR 1,453.5 billion by 2027. (Source: *World Travel & Tourism Council-Economic Impact 2017*)

Indian Hospitality Industry Landscape and Outlook

The Indian hospitality industry has been instrumental in contributing to the nation's economic growth. This trend is expected to continue especially with the introduction of e-visa for foreign tourists and with the domestic economy improving, there are clear signs of increased domestic travel. 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. India is projected to be the fastest growing nation in the wellness tourism sector in the next five

years, clocking over 20 % gainsannually through 2017, according to a study conducted by SRI International.

The growth rate in room demand (6.2%) has been consistently outpacing the supply (3.1%) growth in India for the pastmany quarters this financial year (For 2016/17 this was the case. to be sustained at over 60% over the recent past. All keymarkets have shown good growth in room demand with no key markets lagging as compared to last year (Source: *STRreports*)

Domestic airline traffic has been increasing steadily over the past year. Domestic airlines will operate over 17,170 flights every week during the on-going summer schedule, an increase of 15.5% compared to the year-ago period. As per thedata, some airlines like Air Asia India and Vistara airlines have increased their services by nearly 80 % during the upcomingsummer schedule (Source: *Times of India, April 17, 2017*)

India has moved up 13 positions from 65 to now rank 52 in the Tourism & Travel competitive index. The tourism andhospitality sector is among the top 10 sectors in India to attract the highest Foreign Direct Investment (FDI). The UnionCabinet has approved a MoU between India and South Africa, aimed at expanding bilateral cooperation in the tourismsector through exchange of information and data, establishing exchange programmes and increasing investments inthe tourism and hospitality sector. 2017 has also been announced as the India – U.S. Travel and Tourism PartnershipYear allowing both governments and private sectors to increase travel and tourism between the two countries. (Source:*BrandUSA.com and India Brand Equity Foundation-Ministry of Commerce & Industry, Government of India*)

With the travellers becoming more digitally savvy along with an improvement in network and internet connections, theindustry is gearing up to meet these technical needs. Web and mobile based channels traffic have increased exponentiallywhich has resulted in significant investments in related areas. Apart from hotels direct websites and mobile apps, onlinetravel agents have also seen a spike in traffic. It has also enabled consumers to seamlessly move across platforms and checkother guests' reviews of hotels before confirming any bookings resulting in more power at the hands of the consumer.A bouquet of hotel choices are easily available to the traveller through online travel agents like Expedia, Priceline,Booking.com and MakeMyTrip.

A testimony to the increasing importance of the digital space to the travel industry is Indian travel booking platform MakeMyTrip which has agreed to buy Ibibo Group's India travel business at a deal value of USD 720 million, thus creatingIndia's largest online travel firm.

With increased consolidation and competition, the industry is likely to see innovative transformations and more partnershipsin order to stay relevant in the market place. The recent tie up between your Company and Shangri La Hotels and Resortsfor the loyalty program was one such movement.

Operating in this environment of a growing presence of competition, increasing distribution costs and ever evolvingcustomer preferences, your Company looks to the future well equipped to address these challenges and retain its positionas a significant hospitality player in the markets it operates in.

Review of Operational and Financial Performance

The Company has a gross income of ₹4,98,721/- for the year ended 31st March, 2017 as against the gross income of the previous financial year of ₹2,70,178 /-. The profit after taxes for the year under review is ₹1,56,803/- as against profit after tax of ₹1,38,753/- 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.

Corporate Governance Report**Our Corporate Governance Philosophy**

River Front Hotels Limited looks upon good corporate governance practices as a key driver of sustainable corporate growth and long-term stakeholder value creation. The Company believes in adopting and adhering to good corporate governance practice. It upholds the values of transparency, professionalism and accountability and endeavors to maintain these values on ongoing basis.

Board Room Practices**I. Chairman**

The Chairman role is separated from that of a CEO in managing day-to-day business affairs.

II. Board Charter

The Board of Directors has adopted a comprehensive charter, which sets out clear and transparent guidelines on matters relating to the composition of the Board, the scope and function of the Board and its various committees, etc.

III. Board Committees:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Board constituted Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee.

IV. Selection of Independent Directors:

Considering the requirement of skill sets on the Board eminent persons having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons. The Board considers the Committee's recommendation and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under law.

V. Tenure of Independent Directors:

Tenure of independent directors on the Board of the Company shall not exceed the time period as per the provisions of the Companies Act, 2013 ("the Act") and Listing Regulations as amended from time to time.

VI. Independent directors' interaction with stakeholders:

Members of the Stakeholders Relationship Committee guide the Committee on the suggestions and queries of the stakeholders, if any, which are forwarded to the Managing Director.

VII. Independent Statutory Auditors

The Company's accounts are audited by a independent audit firm M/s.N. C. Rupawala & Co., Chartered Accountants, Surat.

They hold office as Statutory Auditors as per the provisions of the Companies Act, 2013.

I. Board of Directors:**1. Board Composition – Board strength and representation**

As on March 31, 2017, the Board comprised of six members. The Board held eleven meetings during the financial year 2016-17. The composition and category of the Directors on the Board of the Company were as under:

Sr. No.	Name of Director	Director Identification Number	Category
1.	Faiz Ahmed Farukh Poonawala	06481738	Chairperson & Non-Executive Director
2.	Farukh Valibhai Poonawala	01775169	MD and Executive Director
3.	Fatima Farukh Poonawala	02340990	CFO and Executive Director
4.	Sana Farukh Poonawala	02321304	Non-Executive Director
5.	Taha Saifuddin Badshah	07700716	Independent Director
6.	Taher Nagpurwala Ebrahim	07700734	Independent Director

Notes:

- a. Mr. Faiz Ahmed Farukh Poonawala, Mr. Farukh Valibhai Poonawala, Mrs. Fatima Farukh Poonawala, and Ms. Sana Farukh Poonawala, Directors of the Company are related to each other.
- b. None of the Independent directors has any business relationship with the Company.
- c. None of the directors has received any loans and advances from the Company during the year.
- d. Mr. Faiz Ahmed Farukh Poonawala, Mr. Taha Saifuddin Badshah and Mr. Taher Nagpurwala Ebrahim were appointed on the Board with effect from December 10, 2016.
- e. All the independent Directors of the Company furnish a declaration at the time of their appointment and also annually that they qualify with the

conditions of their being independent as provided under the law. All such declarations are placed before the Board.

2. Conduct of Board proceedings

The day-to-day business is conducted by the executives and the business heads of the Company under the direction of the Board led by the Chairman. The Board holds at least four meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

The Board performs the following specific functions in addition to overseeing the business and the management:

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- b. Monitoring the effectiveness of the company's governance practices and making changes as needed.
- c. Selecting, compensating, monitoring and when necessary, replacing key executives and overseeing succession planning.
- d. Aligning key executive and board remuneration with the longer term interests of the company and its shareholders.
- e. Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- f. Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g. Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h. Overseeing the process of disclosure and communications and
- i. Carryout the performance evaluation of the Board.

3. Board Meetings

The Board held eleven meetings during the financial year 2016-17 on April 13, 2016, July 08, 2016, August 10, 2016, September 02, 2016, October 17, 2016, November 09, 2016, December 12, 2016, January 03, 2017 (at 10.00 a.m.), January 03, 2017 (at 5.30 p.m.), February 10, 2017 and March 11, 2017.

The maximum time gap between any two meetings during the year under review was 85 days and the minimum gap was 6.30 hours.

The meetings were held in Surat. The Board periodically reviews compliance reports of all laws applicable to the Company.

4. Secretarial Standards issued by ICSI

Pursuant to the provisions of Section 118 (10) of the Act, compliance with secretarial standards I and II relating to Board and General Meetings specified by the Institute of Company Secretaries of India (ICSI) as approved by the Central Government has become mandatory with effect from July 1, 2015. The company diligently follows the above standards.

5. Attendance of Director

Attendance of directors at the Board Meetings held during the financial year 2016-17 and the last Annual General Meeting (AGM) held on September 30, 2016 and the details of directorships (calculated as per the provisions of Section 165 of the Companies Act, 2013), Committee Chairmanships and Committee Memberships held by the directors as on March 31, 2017 were as under:

Name of Director	Number of meetings attended out of the 11 meetings held	Number of Directorship (including RFHL)	Committee membership (including RFHL)	
			Membership	Chairmanship
*Faiz Ahmed Farukh Poonawala	3	2	0	0
Farukh Valibhai Poonawala	11	2	1	0
Fatima Farukh Poonawala	11	2	1	0
Sana Farukh Poonawala	11	1	2	1
*Taha Saifuddin Badshah	3	1	2	1
*Taher Nagpurwala Ebrahim	3	1	1	1

* Mr. Faiz Ahmed Farukh Poonawala, Mr. Taha Saifuddin Badshah and Mr. Taher Nagpurwala Ebrahim were appointed on the Board with effect from December 10, 2016.

Notes:

- a. None of the Directors holds directorships in more than 20 companies (Excluding foreign companies and section 8 companies) of which directorship in public companies does not exceed 10 in line with the provisions of Section 165 of the Act.
- b. None of the directors holds membership of more than 10 committees of the Board, nor, is a Chairman of more than 5 committees across the Board of all listed entities.
- c. None of the Independent Director holds the position of the Independent Director in more than seven listed companies as required under Listing Regulations.
- d. The committee membership and chairmanship above excludes membership and chairmanship in private Companies, foreign companies and Section 8 Companies.
- e. Membership of Committees excludes Chairmanship, if any. The Company's Independent Directors meet at least once in every Financial Year without the attendance of Non- Independent Directors and Management Personnel. One meeting of Independent Directors was held during the year.
- f. The last AGM of the Company held on September 30, 2016 at the registered officer situated at Landmark, Opp. Dutch Gardens, Nanpura, Surat-395001, Gujarat and it was attended by all the Directors of the Company.

II. Audit Committee:

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013, the Audit Committee as on March 31, 2017 comprises of Mrs. Fatima Farukh Poonawala, CFO, Mr. Taha Saifuddin Badshah, Independent Director and Mr. Taher Nagpurwala Ebrahim, Independent Director as members. All the members of the committee are financially literate.

The Audit Committee, inter alia, advises the management on the areas where systems, processes, measures for controlling and monitoring revenue assurance, internal audit and risk management can be improved. The minutes of the meetings of the Audit Committee are placed before the Board.

Pursuant to the provisions of the Act and Listing Regulations the Board has approved the terms of reference of the Audit Committee as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial Information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for the appointment, re - appointment, terms of appointment and replacement / removal of the statutory auditors of Company;

3. Approval of payment to statutory auditors for any other services rendered by statutory auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to ;
 - a. Matters required to be included in the Director's Responsibility statement to be included in Boards Reporting terms of Clause (C) of Sub Section 3 of Section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.

The Audit Committee held its meetings on April 13, 2016, August 10, 2016, September 02, 2016, November 09, 2016 and February 10, 2017. The maximum gap between any two meetings was 118 days and the minimum gap was 23 days. (Discussed about the dates of meeting)

Attendance at the meetings of the Audit Committee held during 2016-17, is as follows:

Members		No of Meetings held	No of Meetings attended
*Mr. Taha Saifuddin Badshah	Chairman	1	1
Mrs. Fatima Farukh Poonawala	Member	5	5
**Mr. Farukh Valibhai Poonawala	Member	4	4
*Mr. Taher Nagpurwala Ebrahim	Member	1	1
**Ms. Sana Farukh Poonawala	Member	4	4

The Committee considered all the points in terms of reference at periodic intervals.

During the year, the Committee discussed with the statutory auditors of the Company, the overall scope and plans for the independent audit.

* Mr. Taha Saifuddin Badshah and Mr. Taher Nagpurwala Ebrahim were appointed on the Audit Committee with the effect from January 03, 2017.

** Mrs. Farukh Valibhai Poonawala and Ms. Sana F. Poonawala resigned from audit Committee with effect from January 03, 2017.

III. Nomination and Remuneration Committee:

In terms of Listing Regulations and Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee constituted on January 03, 2017 and comprises of Mr.Taher Nagpurwala Ebrahim as Chairman and Mr. Taha Saifuddin Badshah and Ms. Sana F. Poonawala as members.

As per Section 178 of the Act and the Listing Regulations, the term of reference of the Committee, *inter alia*, includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Process for selection and appointment of new directors and succession plans.
- Recommend to the Board from time to time, a compensation structure for directors and the senior management personnel.
- To formulate the criteria for evaluation of Independent Directors and the Board and the committees thereof.
- To carry out evaluation of every director's performance.
- To devise a policy on board diversity.

The Nomination and Remuneration Committee held one meeting on February 10, 2017 during the financial year 2016-17, which was attended by all the members.

IV. Stakeholders Relationship Committee:

In accordance with the requirements of Listing Regulations and provisions of the Act, the Company has re constituted the "Stakeholders Relationship Committee" as on January 03, 2017 comprises of Ms. Sana Farukh Poonawala as Chairperson and Mr. Farukh Poonawala and Mr. Taha Saifuddin Badshah members, to resolve the grievances of all the stakeholders of the Company and to perform all other work.

During the year Mr. Taha Saifuddin Badshah appointed as member of the committee and Mrs. Fatima Farukh Poonawala resigned from the committee.

Four meetings of the Stakeholders Relationship Committee were held on April 13, 2016, August 10, 2016, November 09, 2016 and February 10, 2017 during the financial year 2016-17.

Attendance at the meetings of the Stakeholders Relationship Committee held during 2016-17, is as follows:

Members	No of Meetings		No of Meetings attended
	held	attended	
Mr. Farukh Valibhai Poonawala	4	4	
Ms. Sana Farukh Poonawala	4	4	
*Mrs. Fatima Farukh Poonawala	3	3	
**Mr. Taha Saifuddin Badshah	1	1	

* Mrs. Fatima Farukh Poonawala resigned from the committee with effect from January 03, 2017.

** Mr. Taha Saifuddin Badshah appointed as member in the committee with effect from January 03, 2017

V. General Bodies Meetings:

a. Annual General Meetings

The Company held its last Three Annual General Meetings as under:

Financial Year	Date and Time	Whether Special Resolution passed
2013-14	30.09.2014 at 11.00 a.m.	NO
2014-15	30.09.2015 at 11.00 a.m.	NO
2015-16	30.09.2016 at 11.00 a.m.	NO

All the Annual General Meetings were held at registered office Landmark, Opp. Dutch Gardens, Nanpura, Surat-395001, Gujarat.

b. Extra Ordinary General Meetings (EGM)

During the year there was two EGM hold to transact the following business:

Date of Meeting	Transactions	Type of Resolution
03.01.2017	1. Appointment of Mr. Taher Ebrahim Nagpurwala (holding DIN 07700734) as an Independent Director.	Ordinary
	2. Appointment of Mr. Taha Saifuddin Badshah (holding DIN 07700716) as an Independent Director.	Ordinary
	3. Appointment of Mr. Farukh Poonawala (holding DIN 01775163) as Managing Director.	Special
	4. Appointment of Mr. Faiz Farukh Poonawala (holding DIN 06481738) as Director and Chairman.	Special

Date of Meeting	Transactions	Type of Resolution
09.02.2017	Adoption of New Sets of Article of Associations of the Company	Ordinary

c. Annual Report

The Annual Report containing, inter alia, Notice of Annual General Meeting, Audited Annual Statements, Directors' Report, Auditors' Report and other important information is circulated to the members and others entitled thereto

The Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations facilitate the service of documents to members through electronic means. The Company e-mails the soft copies of the Annual Report to all those members whose e-mail IDs are available with the Registrar and Transfer Agents.

VI. Disclosures:**a. Related Part Transactions**

During the financial year 2016-17, no transactions of material nature have been entered into by the Company that may have a potential conflict with the interests of the Company. The details of related party transactions are disclosed in Notes to Accounts.

b. Accounting Treatment

In preparation of the financial statements, the Company has followed the Accounting Standards as prescribed under section 133 of the Companies Act 2013, as applicable. The Accounting Policies followed by the Company to the extent relevant, are set out elsewhere in this Annual Report.

c. Code of Conduct

The Company has adopted the code of conduct and ethics for directors and Key Managerial Personnel.

The Board members and Key Managerial Personnel have affirmed their compliance with the code and a declaration signed by the Managing Director of the Company is given below:

"It is hereby declared that the Company has obtained from all members of the Board and Key Managerial Personnel of the Company affirmation that they have complied with the Code of Conduct for directors and Key Managerial Personnel of the Company for the year 2016-17."

d. Review of Directors' Responsibility Statement

The Board in its report have confirmed that the Annual Accounts for the year ended March 31, 2017 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

Independent Auditor's Report

**To,
The Members,**

M/s. RIVER FRONT HOTELS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s. RIVER FRONT HOTELS LIMITED** (the "Company") which comprises the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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

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.

Opinion

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, 2017;
- b) In the case of the Statement of Profit and Loss, of the Profit/Loss for the year ended on that date.

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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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: 17.04.2017

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 descrepancies were noticed. Physical verification of inventory has been conducted during the year by the management at reasonable intervals. The descrepancies 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: 17.04.2017
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, 2017 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

RIVER FRONT HOTELS LIMITED

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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".

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

Sd/-

Nehal C. Rupawala

Partner

M.No.: 118029

Date: 17.04.2017

Place: Surat

RIVER FRONT HOTELS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

	PARTICULARS	NOTE No.	FOR THE YEAR 2016-17 Amount (₹)	FOR THE YEAR 2015-16 Amount (₹)
A	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
(a)	Share Capital	01	30,074,550	30,074,550
(b)	Reserves & Surplus	02	1,043,140	886,337
(c)	Money Received Against Share Warrants	-	-	-
	Sub-Total - Shareholders' Funds		31,117,690	30,960,887
2	Non-current Liabilities			
(a)	Long-Term Borrowings	03	90,983,569	91,208,569
(b)	Deferred Tax Liabilities (Net)	04	1,110,927	1,110,927
(c)	Other Long-Term Liabilities	-	-	-
(d)	Long-Term Provisions	-	-	-
	Sub-Total - Non-Current Liabilities		92,094,496	92,319,496
3	Current Liabilities			
(a)	Short-Term Borrowings	-	-	-
(b)	Trade Payables	-	-	-
(c)	Other Current Liabilities	-	-	-
(d)	Short-Term Provisions	05	197,730	144,194
	Sub-Total - Current Liabilities		197,730	144,194
	TOTAL - EQUITY AND LIABILITIES		123,409,916	123,424,577
B	ASSETS			
1	Non-Current Assets			
(a)	Fixed Assets	06	119,925,651	120,095,045
(i)	Tangible Assets		104,236,024	104,450,418
(ii)	Intangible Assets			-
(iii)	Capital Work-in-Progress		15,689,627	15,644,627
(iv)	Intangible Assets under Development			-
(b)	Non-Current Investments	07	1,000	1,000
(c)	Deferred Tax Assets (Net)	08	7,801	7,384
(d)	Long-Term Loans & Advances	09	1,318,440	1,318,440
(e)	Other Non-Current Assets	-	-	-
	Sub-Total - Non-Current Assets		121,252,892	121,421,869
2	Current Assets			
(a)	Current Investments	-	-	-
(b)	Inventories	-	-	-
(c)	Trade Receivables	-	-	-
(d)	Cash and Cash Equivalents	10	2,157,024	2,002,708
(e)	Short-Term Loans & Advances	-	-	-
(f)	Other Current Assets	-	-	-
	Sub-Total - Current Assets		2,157,024	2,002,708
	TOTAL - ASSETS		123,409,916	123,424,577

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 : 17.04.2017
Place : SURAT

FOR RIVER FRONT HOTELS LIMITED

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, 2017

	PARTICULARS	NOTE No.	FOR THE YEAR 2016-17 Amount (₹)	FOR THE YEAR 2015-16 Amount (₹)
I.	Revenue from Operations	11	3,49,382	1,32,351
II.	Other Income	12	1,49,339	1,37,827
III.	Total Revenue(I+II)		4,98,721	2,70,178
IV.	Expenses:			
	Cost of Material Consumed	13	2,32,777	16,110
	Purchases of Stock-in-Trade	-	-	-
	Changing in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	-	-	-
	Employee Benefits Expense	14	36,000	3,000
	Finance Cost	-	-	-
	Depreciation and Amortization Expense	15	4,291	19,190
	Other Expenses	16	15,797	15,068
	Total Expenses		2,88,865	53,368
V.	Profit before Exceptional and Extraordinary Items and Tax (III-IV)	-	2,09,856	2,16,810
VI.	Exceptional Items	-	-	-
VII.	Profit before Extraordinary Items and Tax (V-VI)	-	2,09,856	2,16,810
VIII.	Extraordinary Items	-	-	-
IX.	Profit before Tax (VII-VIII)	-	2,09,856	2,16,810
X.	Tax Expense:			
	(1) Current Tax	-	53,053	78,057
	(2) Deferred Tax	-	53,470	82,977
		-	(417)	(4,920)
XI.	Profit/(Loss) for the period from Continuing Operations (IX-X)	-	1,56,803	1,38,753
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)		1,56,803	1,38,753
XVI.	Earning per Equity Share:	17	0.052	0.046

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 : 17.04.2017
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, 2017

Sr. No.	PARTICULARS	Amount (₹)
A	CASH FLOW FROM OPERATING ACTIVITIES	
	Net Profit before Tax and Extraordinary items	2,09,856
	Adjustments for :	
	Depreciation	4,291
	Interest Income	(1,49,339)
	Operating Profit Before Working Capital Changes	64,808
	Adjustments for :	
	Proceeds from / (repayment of) long term borrowings	-
	Trade Payable & Other Long Term Liabilities	(2,25,000)
	Audit Fees Payable	15,000
	Cash Generated From / (Used In) Operations	(1,45,192)
	Taxes Paid	(14,934)
	Interest Paid	-
	Cash Flow Before Extraordinary Items	(1,60,126)
	Prior period adjustments	-
	Net Cash from Operating Activities	(1,60,126)
B	CASH FLOW FROM INVESTING ACTIVITIES:	
	Purchase of Fixed Assets	(45,000)
	Sale of Fixed Assets	2,10,103
	Interest Received	1,49,339
	Net Cash Used in Investing Activities	3,14,442
C	CASH FLOW FROM FINANCING ACTIVITIES:	
	Net Cash Generated in Financing Activities	-
	Net Increase in Cash and Cash Equivalents	1,54,316
	Cash And Cash Equivalents as at the Beginning of the year	20,02,708
	Cash And Cash Equivalents as at the Closing of the year	21,57,024

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 : 17.04.2017
Place : SURAT

Sd/-
Farukh V. Poonawala
(Managing Director)

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

RIVER FRONT HOTELS LIMITED

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NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2017

NOTE - 01 - SHARE CAPITAL

Particulars	31-03-2017 Amount (₹)	31-03-2016 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
T O T A L	3,00,74,550	3,00,74,550

NOTE - 02 - RESERVES & SURPLUS

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Share Forfeiture Account	6,71,750	6,71,750
Profit & Loss Account : Profit & Loss Account B/F Add : Profit & Loss for the Year	2,14,587 1,56,803	75,834 1,38,753
T O T A L	10,43,140	8,86,337

NOTE - 03 - LONG-TERM BORROWINGS

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Loans & Advances from Related Parties : Faiz Ahmed F. Poonawala Farooq V. Punawala Fatima F. Punawala Sama F. Poonawala Refer Note No.2(e)	6,38,000 4,74,22,049 3,87,21,204 41,44,316	6,38,000 4,74,22,049 3,89,46,204 41,44,316
Other Liabilities : Other Payables	58,000	58,000
T O T A L	9,09,83,569	9,12,08,569

NOTE - 04 - OTHER LONG-TERM LIABILITIES

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Trade Payables with Others: Badribhai Lacewala Unic Plastic Pvt. Ltd	10,00,000 1,10,927	10,00,000 1,10,927
T O T A L	11,10,927	11,10,927

NOTE - 05 - SHORT TERM PROVISIONS

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Provision : Audit Fees Payable Provision for Tax	90,000 1,07,730	75,000 69,194
T O T A L	1,97,730	1,44,194

RIVER FRONT HOTELS LIMITED

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NOTE - 07 - NON - CURRENT INVESTMENTS

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Investments In Shares : Unquoted Gujarat Industrial Co. Op Bank Ltd. Refer Note No.2(b)	1,000	1,000
T O T A L	1,000	1,000

NOTE - 08 - DEFERRED TAX LIABILITIES

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
WDV as per Companies Act	1,236	5,527
WDV as per Income Tax Act	26,481	29,422
Deferred Tax Liabilities / (Assets)	(25,245)	(23,895)
 Deferred Tax Liabilities / (Assets) to be Created @ 30.90%	 (7,801)	 (7,384)
 Less: Already Credit	 (7,384)	 (2,464)
 Deferred Tax Liabilities / (Assets)	 (417)	 (4,920)

NOTE - 09 - LONG - TERM LOANS AND ADVANCES

Particulars	31-03-2017 Amount (₹)	31-03-2016 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
Swastic Glass	1,00,000	1,00,000
Thermax Limited	6,00,000	6,00,000
T O T A L	13,18,440	13,18,440

NOTE - 10 - CASH & CASH EQUIVALENTS

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Cash on Hand : Cash Balance (As certified by the Management)	3,94,100	3,13,495
Balances with Scheduled Banks in Current Accounts : Punjab National Bank Ltd. - Current A/c	18,517	79,211
Other Balance with Bank : Punjab National Bank Ltd. - Fixed Deposit	17,44,407	16,10,002
T O T A L	21,57,024	20,02,708

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NOTES FORMING PART OF STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017
 NOTE - 11 - REVENUE FROM OPERATIONS

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Sales - Coffee Shop	3,49,382	1,32,351
T O T A L	3,49,382	1,32,351

NOTE - 12 - OTHER INCOMES

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Interest Income - Fixed Deposit	1,49,339	1,37,827
T O T A L	1,49,339	1,37,827

NOTE - 13 - DIRECT EXPENSES

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Purchase	2,32,777	16,110
T O T A L	2,32,777	16,110

NOTE - 14 - EMPLOYEE BENEFITS EXPENSES

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Salary Expenses	36,000	3,000
T O T A L	36,000	3,000

NOTE - 15 - DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Depreciation	4,291	19,190
T O T A L	4,291	19,190

NOTE - 16 - OTHER EXPENSES

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Other Operating Expense :		
Audit Expenses	15,000	15,000
Bank Charges	797	68
T O T A L	15,797	15,068

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

Particulars	31-03-2017 Amount (₹)	31-03-2016 Amount (₹)
Net Profit / (Loss) for the Year Attributable to the Equity Shareholders	1,56,803	1,38,753
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	0.0521	0.0461

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Depreciation Under Companies Act-2013
Note - 06 - FIXED ASSETS

Description	Gross Block			Depreciation			Depreciation as at 31-03-2017		Net Block	
	As at 01-04-2016 Amount (₹)	Additional During the Year Amount (₹)	Deduction During the Year Amount (₹)	As at 31-03-2017 Amount (₹)	As at 01-04-2016 Amount (₹)	Additional During the Year Amount (₹)	Deduction During the Year Amount (₹)	As at 31-03-2017 Amount (₹)	As at 31-03-2017 Amount (₹)	As at 31-03-2016 Amount (₹)
TANGIBLE FIXED ASSETS										
Plant	43,61,501	31,00,000	33,10,103	41,51,398	-	-	-	-	41,51,398	43,61,501
Air Condition	82,39,270	-	-	82,39,270	-	-	-	-	82,39,270	82,39,270
Land	7,96,09,969	-	-	7,96,09,969	-	-	-	-	7,96,09,969	7,96,09,969
Building	10,65,264	-	-	10,65,264	-	-	-	-	10,65,264	10,65,264
Electrical Fittings	54,88,678	-	-	54,88,678	-	-	-	-	54,88,678	54,88,678
Furniture & Fixtures	44,845	-	-	44,845	39,318	-	39,318	4,291	1,236	5,527
Office Equipments	45,87,000	-	-	45,87,000	-	-	-	-	45,87,000	45,87,000
Lift	1,43,573	-	-	1,43,573	-	-	-	-	1,43,573	1,43,573
Swimming Pool Revolving Equipment	9,49,636	-	-	9,49,636	-	-	-	-	9,49,636	9,49,636
Sub-Total	10,44,89,736	31,00,000	33,10,103	10,42,79,633	39,318	-	39,318	4,291	10,42,36,024	10,44,50,418
Capital Work In Progress	1,56,44,627	45,000	-	1,56,89,627	-	-	-	-	1,56,89,627	1,56,44,627
Sub-Total	1,56,44,627	45,000	-	1,56,89,627	-	-	-	-	1,56,89,627	1,56,44,627
T O T A L	12,01,34,363	31,45,000	33,10,103	11,99,69,260	39,318	-	39,318	4,291	11,99,25,651	12,00,95,045

**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH
31st, 2017****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, 2017, is as follows:

Authorized Share (Quantum)	Issued, Subscribed & Paid up Share (Quantum)	Description
50,00,000	30,07,455	Outstanding as on 01-04-2016
50,00,000	30,07,455	Outstanding as on 31-03-2017

RIVER FRONT HOTELS LIMITED

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2016-17

Reserves and Surplus:

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

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

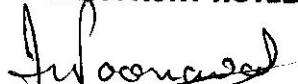
For RIVER FRONT HOTELS LIMITED

Sd/-
Nehal C. Rupawala
Partner
M.No.: 118029
Date: 17.04.2017
Place: Surat

Sd/-
Farukh V. Poonawala
(Managing Director)

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

FOR RIVER FRONT HOTELS LIMITED


CHAIRMAN/MANAGING DIRECTOR/WHOLETIME
DIRECTOR/DIRECTOR COMPANY SECRETARY

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 26th ANNUAL GENERAL MEETING
30TH SEPTEMBER, 2017

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 :

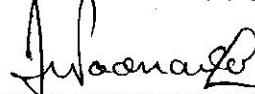
MASTERFOLIO NO. / DP I.D. & CLIENT ID :

NO. OF SHARES HELD :

I hereby record my presence at the 26th Annual General Meeting of the Company, being held on Saturday, 30th September, 2017 at 11.00 a.m. at Landmark, Opp. Dutch Gardens, Nanpura, Surat,- 395001, Gujarat

Signature of the Shareholder / Proxy/Authorized Representative

FOR RIVER FRONT HOTELS LIMITED



**CHAIRMAN/MANAGING DIRECTOR/WHOLETIME
DIRECTOR/DIRECTOR COMPANY SECRETARY**

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:

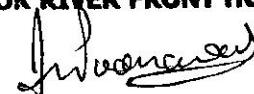
Address:

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 26th Annual General Meeting of the Company to be held on Saturday, 30th
September, 2017 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:

FOR RIVER FRONT HOTELS LIMITED



CHAIRMAN/MANAGING DIRECTOR/WHOLETIME
DIRECTOR/DIRECTOR COMPANY SECRETARY

RIVER FRONT HOTELS LIMITED**Annual Report****2016-17**

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, 2017 and reports of the Board of Directors and Auditors' thereon.		
2.	To appoint a Director in place of Mrs. Fatima Farukh Poonawala (DIN: 02340990), 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)		

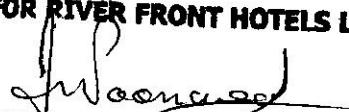
Signed this..... day of..... 2017

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.

FOR RIVER FRONT HOTELS LIMITED

 CHAIRMAN DIRECTOR/WHOLETIME
 DIRECTOR COMPANY SECRETARY