



25th
Annual Report
2017 - 2018



MEMBER
HEIDE BUSINESS GROUP



Resort Unit



**Phoenix Park Inn Resort
Goa**

Sequera Vado, Candolim, Goa - India 403 515.



HEDE BUSINESS GROUP

REGD. OFFICE :

Durga Bhavan, Hede Centre,
Tonca, Panji, Goa-403 001.

CORP. OFFICE :

Balaji Bhavan, 14, BEST Marg,
Colaba, Mumbai - 400 001.

-: OTHER LOCATIONS :-

- Phoenix Park Inn Resort
Sequera Vado,
Candolim,
Goa - 403 515.
- Dr. Malbarao House,
Rua Ismael Gracias,
P. O. Box No. 181,
Panaji, Goa - 403 101.
- Collem Mines,
Collem Meta Vaddo,
Panaji, Goa - 403 410.

Website : www.hbgindia.com

**BOARD OF DIRECTORS**

- : Dr Prafulla R. Hede (DIN-00651441)
Chairman
- Mr. Samit P. Hede (DIN-01411689)
Managing Director
- Mr. Paul D. T. Willcox (DIN-01862872)
Non-Executive Director
- Dr. Surendra A. Dave (DIN-00001480)
Non-Executive, Independent
- Mr. Pralhad B. Desai (DIN-01274203)
Non-Executive, Independent
- Mrs. Shibance M. Harlalka (DIN-00507607)
Additional Director, Woman Director (Non-Executive)
- Mr. Ajit Warty (DIN-00051463)
Non-Executive and Additional Independent Director
- Mr. Arun P. Pawar (DIN-03628719)
Alternate Director to Mr. Paul D. T. Willcox
- : Mr. Kiran N. Talchekar (DIN-00393180)
Non-Executive and Additional Independent Director

CHIEF FINANCIAL OFFICER

- : Mr. Shubham A. Agrawal

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

- : Mr. Kalpesh Joshi

PRACTISING COMPANY SECRETARIES

Mr. Hitesh Kothari
M/s. Kothari H. & Associates, Mumbai

AUDITORS

Mr. Devanand Chaturvedi
M/s. Chaturvedi Sohan & Co., Mumbai

BANKERS

IDBI Bank
HDFC Bank
Axis Bank

REGISTRAR AND TRANSFER AGENTS

- : M/s Adroit Corporate Service Pvt. Ltd.
Mumbai.

CONTENTS

1. Notice.....	1-9	6. Balance Sheet.....	52
2. Directors Report.....	10-28	7. Profit & Loss Account.....	53
3. Corporate Governance Report	29-44	8. Cash Flow Statement.....	54
4. Management Discussion & Analysis	44-46	9. Significant Accounting Policies.....	55-60
5. Independent Auditors Report.....	47-51	10. Notes on Accounts & Schedules.....	61-86



NOTICE

NOTICE is hereby given that the Twenty-Fifth Annual General Meeting of the Members of **PHOENIX TOWNSHIP LIMITED (CIN-L67190GA1993PLC001327)** will be held at Phoenix Park Inn Resort, Sequera Vado, Candolim, Goa - 403 515 on Monday, **06th August, 2018** at **03.00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Paul David Talbot Willcox (holding DIN: 01862872), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Chaturvedi Sohan & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 118424W as statutory auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit Committee.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Chaturvedi Sohan & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 118424W, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company to be held in the year 2019 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. **To Appoint Ms. Shibanee M. Harlalka (DIN: 00507607) as a Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ms. Shibanee M. Harlalka (Holding Director Identification Number 00507607) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 14th August, 2017, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office upto the date of ensuing Annual General Meeting of the Company, being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature of Ms. Shibanee M. Harlalka for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”



5. To Appoint Mr. Ajit Warty (DIN: 00051463) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Act read with the rules made thereunder, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the notice received by the Company under Section 160 of the Act, Mr. Ajit Warty (Holding Director Identification Number 00051463), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 14th August, 2017, to hold office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of Five years and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Ajit Warty, can continue the directorship of the Company as a Non-Executive Independent Director of the Company after attending the age of seventy five years.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

6. To Appoint Mr. Kiran N. Talcherkar (DIN: 00393180) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Act read with the rules made thereunder, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the notice received by the Company under Section 160 of the Act, Mr. Kiran N. Talcherkar (Holding Director Identification Number 00393180), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 12th February, 2018, to hold office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of Five years and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

7. TO CONTINUE THE DIRECTORSHIP OF DR. PRAFULLA R. HEDE (DIN: 00651441), DIRECTOR OF THE COMPANY, AS A NON-EXECUTIVE DIRECTOR AFTER ATTAINING THE AGE OF SEVENTY FIVE YEARS.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:



“RESOLVED FURTHER THAT pursuant to regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Dr. Prafulla R. Hede (DIN: 00651441), can continue the directorship of the Company as a Non-Executive Director of the Company after attaining the age of seventy five years.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

- 8. TO CONTINUE THE DIRECTORSHIP OF DR. SURENDRA AMBALAL DAVE (DIN: 00001480), AN INDEPENDENT DIRECTOR OF THE COMPANY, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR AFTER ATTAINING THE AGE OF SEVENTY FIVE YEARS.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED FURTHER THAT pursuant to regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Dr. Surendra Ambalal Dave (DIN: 00001480), can continue the directorship of the Company as a Non-Executive Independent Director of the Company after attaining the age of seventy five years.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the above resolution.”

- 9. To service of documents to the members/ shareholders of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, a document may be served to any member by the Company by sending it to him/her by post or by registered post or by speed post or by an electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents through registered post or speed post or by courier service or such other mode of delivery pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to this resolution.”

Place: Mumbai
Date: 30th May, 2018

By Order of the Board
Phoenix Township Limited

Sd/-

Dr. Prafulla R. Hede
Chairman
DIN-00651441



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting.
2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
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 at the meeting.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours, upto the date of the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 31st July, 2018 to Monday, 06th August, 2018 (both days inclusive), for payment of final dividend, if any declared at the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
10. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 - a. Change in their residential status on return to India for permanent settlement; and
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent (RTA) – **Adroit Corporate Services Private Limited** at prafuls@adroitcorporate.com. The Company or its Registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
12. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.
13. Re-appointment of Directors: At the ensuing Annual General Meeting, Mr. Paul David Talbot Willcox (holding DIN 01862872) liable to retire by rotation, and being eligible, offers himself for re-appointment. The details pertaining to this Director as required under SEBI (Listing Obligations and Disclosure Requirements)



Regulation, 2015 are annexed with the Notice.

14. Members intending to seek explanation / clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
15. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA by sending an e-mail to **Adroit Corporate Services Private Limited** at prafuls@adroitcorporate.com. The Annual Report of the Company would also be made available on the Company's website www.hbgindia.com.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members to exercise their right to vote by electronic means. The Members / list of Beneficial Owners as on cut-off date i.e. Monday, 30th July, 2018, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the "cut-off" date can exercise their right to vote by electronic means. The e-voting period will commence from 09.00 a.m. (IST) on Friday, 03rd August, 2018 and will end at 05.00 p.m. (IST) on Sunday, 05th August, 2018. The Company has appointed M/s Kothari H. & Associates, Practicing Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure one-voting sent separately.
17. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.
18. Investor Grievance Redressal :
The Company has designated an exclusive e-mail id

compliance@hbgindia.com to enable Investors to register their complaints, if any.

19. A route map showing directions to reach the venue of the 25th AGM is given at the end of this Report, as per the requirement of the Secretarial Standard – 2 on "General Meetings".

20. E-Voting

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their vote electronically.

The Instructions for the shareholders for voting electronically are as under:

- i) The voting period begins on Friday, 03rd August, 2018 (09.00 a.m.) and ends on Sunday, 05th August, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 30th July, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are first time user follow the step given below.



For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.
Date of Birth (DOB)	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for Phoenix Township Limited
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option "YES" implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com.

By Order of the Board
Phoenix Township Limited

Sd/-
Dr. Prafulla R. Hede
Chairman
DIN-00651441

Place: Mumbai

Date: 30th May, 2018



ANNEXURE TO ITEM 2 OF THE NOTICE

Details of Directors seeking Appointment/ re-appointment at the forthcoming Annual General Meeting (In pursuance SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

Name of the Director	Mr. Paul David Talbot Willcox	Mrs. Shibaneem. Harlalka	Mr. Ajit Warty
Director Identification Number (DIN)	01862872	00507607	00051463
Date of Birth	10/07/1952	03/04/1972	30/04/1944
Nationality	London, UK	Indian	Indian
Date of Appointment on Board	15/09/1993	14/08/2017	14/08/2017
Qualification	M.A. (Hons.), Cambridge University, London Business School,	Commerce Graduate	IAS
Shareholding in Company	NIL	Pref Shares: 71400 Equity Shares: 73100	NIL
List of Directorships held in other Companies	NIL	2	2
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL	Membership in 4 Committees

Name of the Director	Mr. Kiran N. Talchekar	Dr. Prafulla R. Hede	Dr. Surendra A. Dave
Director Identification Number (DIN)	00393180	00651441	00001480
Date of Birth	22/02/1948	30/10/1938	03/08/1936
Nationality	Indian	Indian	Indian
Date of Appointment on Board	12/02/2018	10/02/1993	30/06/1998
Qualification	Commerce Graduate	LMC	B. Com, Ph. D.
Shareholding in Company	NIL	Pref Shares: 2512482 Eq. Shares: 25,72,303	NIL
List of Directorships held in other Companies	1	7	6
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL	Chairman: 1 Member: 1



ANNEXURE TO ITEM 3 OF THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to of the accompanying Notice dated 30th May, 2018.

Item No. 3:

M/s. Chaturvedi Sohan & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 118424W, were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting ("AGM") of the Company held on 07th August, 2017, to hold office from the conclusion of the twenty-fourth AGM till the conclusion of the twenty-ninth AGM to be held in the year 2022.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the appointment of statutory auditors as per the proposal contained in the Resolution set out at Item No. 3 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is, in any way, concerned or interested in the Resolution set out at Item No. 3 of this Notice.

Item No. 4:

The Board of Directors of the Company, pursuant to the recommendations Nomination and Remuneration Committee, has appointed Ms. Shibanee M. Harlalka (DIN: 00507607) on 14th August, 2017, as an Additional Director (Non-Executive) on the Board of Directors of the Company, in terms of section 161 of the Companies Act, 2013. She holds office upto the date of ensuing Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and pursuant of the Articles of Association of the Company.

The Company has received notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

Except Ms. Shibanee M. Harlalka, Dr. Prafulla R. Hede & Mr. Samit P. Hede and their relative, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members

Item No. 5:

The Board of Directors of the Company, pursuant to the recommendations Nomination and Remuneration Committee, has appointed Mr. Ajit Warty (DIN: 00051463) on 14th August, 2017, as an Additional Director (Independent and Non-Executive) on the Board of Directors of the Company, in terms of section 161 of the Companies Act, 2013 for a term of 5 (five) consecutive years commencing from 14th August, 2017 to 13th August, 2022. He holds office as an Additional Director upto the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company.

The Company has received notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

Further in the month of April, 2019 Mr. Ajit Warty will attain the age of 75 years, therefore it is require to approve his appointment as an Independent Director by passing special resolution by the members of the Company pursuant to regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Except Mr. Ajit Warty, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

**Item No. 6:**

The Board of Directors of the Company, pursuant to the recommendations Nomination and Remuneration Committee, has appointed Mr. Kiran N. Talcherkar (DIN: 00393180) on 12th February, 2018 as an Additional Independent Director (Non-Executive) on the Board of Directors of the Company, in terms of section 161 of the Companies Act, 2013 for a term of 5 (five) consecutive years commencing from 12th February, 2018 to 11th February, 2023. He holds office upto the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company.

The Company has received notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

Except Mr. Kiran N. Talcherkar, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members

Item No. 7 and 8:

Pursuant to regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the person appointed or continuing the Directorship of the Company as a Non-Executive Director who has attained the age of seventy five years need to approve by passing special resolution by the members of the Company.

Therefore, Dr. Pafulla R. Hede, the Chairman and Non Executive Director of the Company and Dr. Surendra A Dave (DIN: 00001480), a Non-Executive Independent Director of the Company, who has already attained the age of 75 years, will not be able to continue their office unless approved by the members of the Company by passing Special Resolution.

Except Dr. Pafulla R. Hede, Dr. Surendra A. Dave, Mrs. Shibanee M. Harlalka & Mr. Samit P. Hede and their relative, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 and 8 of the Notice.

The Board recommends the passing of the Special Resolution at Item No. 7 & 8 of the accompanying Notice for member's approval.

Item No. 9:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as may be determined by the members in the Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the passing of the above resolution.

The Board recommends the passing of the Special Resolution at Item No. 9 of the accompanying Notice for member's approval.

By Order of the Board
Phoenix Township Limited

Sd/-

Dr. Pafulla R. Hede

Chairman

DIN-00651441

Place: Mumbai

Date: 30th May, 2018



DIRECTORS' REPORT

To,

The Members,

Phoenix Township Limited

Your Directors have pleasure in presenting their 25th Annual Report together with Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018.

FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY

Particulars	31 st March, 2018	31 st March, 2017
Total Income	18,11,68,093	14,90,43,455
Less: Total Expenditure	14,59,38,556	11,71,64,365
Profit Before Interest, Depreciation, prior period Item and Tax	3,52,29,537	3,18,79,090
Less: Depreciation	2,04,17,700	1,89,04,501
Less: Interest	62,06,173	52,63,220
Less: Prior Period Items	1,50,383	35,776
Profit Before Extraordinary Items and Tax	84,55,281	76,75,593
Less: Extra-Ordinary Items	--	--
Profit/(Loss) Before Tax	84,55,281	76,75,593
Less: Tax Expense		
(a) Current Tax	17,69,296	17,82,063
(b) Deferred Tax	4,07,545	7,23,789
Profit / (Loss) For The Year	62,78,440	51,69,741

During the year under consideration the income of your Company has increased to Rs. 1,811.68 Lacs in the current year from Rs. 1,490.43 Lacs earned in the previous year. The Profit before Tax (PBT) of the Company for the current year has increased to Rs. 84.55 Lacs as against Rs. 76.76 Lacs in the previous year. Similarly the Profit after Tax (PAT) for the current year is Rs. 62.78 Lacs as compared to Rs. 51.70 Lacs earned in the previous year.

1. CHANGE IN THE NATURE OF BUSINESS,

There is no change in the business activity of the Company.

2. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture Company or Associate Company as on 31st March, 2018 and any information for this purpose is not applicable to the company.

3. DIVIDEND

During the year under review, in order to conserve resources which would assist in future growth of the Company, no dividend was recommended by the Board for the financial year ended 31st March, 2018.

4. RESERVES

During the year under review, the company has not made any transfer to reserves.

5. DEPOSITS

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. During the year, no amounts were outstanding which were classified as 'Deposits' under the applicable provisions of Companies Act, 1956 and hence, the requirement for furnishing of



details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

6. SHARE CAPITAL

The Authorised Share Capital of the company is Rs. 28,00,00,000/- and the paid up share capital of the company is Rs. 21,68,08,680/-.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2017-2018.

7. EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A".

8. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is to maintain its objectivity and independence. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars prescribed under Section 134 of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are furnished in

"Annexure B" to this Report.

10. AUDITORS AND AUDITORS' REPORT

At 24th Annual General Meeting of the Company M/s. Chaturvedi Sohan & Co., Chartered Accountants (having ICAI Registration No: 118424W), appointed to act as Statutory Auditor of the Company for a period 5 years commencing from the conclusion of 24th Annual General Meeting up to the conclusion of Annual General Meeting to be held in the calendar year 2022, Subject to the ratification of their appointment in every subsequent Annual General Meeting.

Accordingly, Company has received letter from the said firm of Chartered Accountants, in accordance with the limits specified in clause (g) of sub-section (2) of Section 141 of the Companies Act, 2013 and also confirming that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board recommends the ratification of appointment of M/s. Chaturvedi Sohan & Co., as Statutory Auditor of the Company for financial year 2018-2019.

Auditors' Report issued by M/s. Chaturvedi Sohan & Co., Statutory Auditor of the Company, does not contain any qualification, reservation or adverse remark and is self explanatory.

11. 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 appointed M/s. Kothari H. & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure C".

12. DIRECTORS & KEY MANAGERIAL PERSONNEL:

A) Changes in Directors and Key Managerial Personnel
During the Financial year, Mr. D. M. Sukhthankar, an



Independent Director of the Company resigned on 18th January, 2018 and Mr. Ajit Warty & Mr. Kiran N. Talchekar were appointed as Additional Independent Directors on 14th August, 2017 and 12th February, 2018 respectively. Further there was a change in designation of Mrs. Shibanee M. Harlalka, she became an Additional Director of the Company and Mr. Arun P. Pawar was appointed as an Alternate Director to Mr. Paul David Talbot Willcox in place of Mrs. Shibanee M. Harlalka w.e.f. 14th August, 2017, on the Board of the Company.

Further Mr. Kalpesh Joshi was appointed in place of Mr. Sourabh Kothari who has resigned from the post as Company Secretary & Compliance Officer of the Company w.e.f. 01st October, 2017 and Mr. Shubham Agarwal was appointed as Chief Financial Officer (CFO) of the Company w.e.f. 01st September, 2017 in place of Mr. Lalan Kumar who was resigned as CFO of the Company w.e.f. 05th July, 2017.

Mr. Pralhad B. Desai resigned as an Independent Director of the company w.e.f. 01st May, 2018.

As per provisions of Section 161 of The Companies Act, 2013 and pursuant to Articles of Association of the Company Mr. Ajit Warty, Mr. Kiran N. Talchekar and Mrs. Shibanee M. Harlalka will hold their office up to the ensuing Annual General Meeting, therefore the Board proposed their appointment as Independent Director/ Director of the Company at ensuing Annual General Meeting subject to approval members via. Ordinary Resolution.

B) Declaration by Independent Director(s) and re-appointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C) Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, as also of, the directors individually, as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

D) Meetings of the Board of Directors

The Company held a minimum of one Board meeting in every quarter. The details of the Meetings held during the financial year are given in the Corporate Governance Report.

13. AUDIT COMMITTEE

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. Kindly refer to the section on Corporate Governance under the head, 'Audit Committee' for matters relating to constitution, meetings and functions of the Committee.

14. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has a vigil mechanism to deal with instance of fraud and / or mismanagement, if any. The details of the Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

15. NOMINATION AND REMUNERATION COMMITTEE

A Nomination and Remuneration Committee is in existence in accordance with the provisions of sub-section (3) of Section 178. Kindly refer to section on Corporate Governance, under the head, 'Nomination & Remuneration Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee. The Brief of the Company's Policy on appointment and



remuneration of Directors and Key Managerial Personnel under Section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is attached as Annexure D to this report.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 is currently not applicable to Company.

17. SUSTAINABLE DEVELOPMENT

Sustainability has been deeply embedded into the Company's business and has become an integral part of its decision making process while considering social, economic and environmental dimensions.

18. BUSINESS RISK MANAGEMENT

Your Company has a robust Risk Management policy. The Company through a Steering Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. At present the company has not identified any element of risk which may threaten the existence of the company.

The details of Risk Management as practiced by the Company are provided as part of Management Discussion and Analysis Report, which is a part of this Report.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at

www.hbgindia.com. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions were entered during the year by your Company and therefore, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not been furnished.

21. PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure E.

During the financial year 2017-2018, there were no employee in the Company whose particulars are required to be given in terms of Section 197 (12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

22. CORPORATE GOVERNANCE CERTIFICATE & REPORT ON CORPORATE GOVERNANCE:

Certificate from the Auditors of the Company, M/s. Chaturvedi Sohan & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

23. POLICIES:

All the policies are available on the website of the Company i.e. www.hbgindia.com.



24. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management Discussion & Analysis Report for the year under review, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

25. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (a) that in the preparation of the annual financial statements for the year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that such accounting policies as (mentioned in the Notes to the financial statements) have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the Profit/ loss of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) that systems to ensure compliance with the

provisions of all applicable laws were in place and were adequate and operating effectively.

26. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- b. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013.
- c. There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of the Report.

27. ACKNOWLEDGEMENTS

Your Directors wish to express their grateful appreciation for the co-operation and support received from customers, financial institutions, Banks, regulatory authorities, customers and members and the society at large. The Directors also thank Governments of various countries, Government of India, Government of Goa, Government of Maharashtra and concerned Government Departments/Agencies for their co-operation. Deep sense of appreciation is also recorded for the dedicated efforts and contribution of the employees of the company at all levels, as without their focus, commitment and hard work, the Company's consistent growth would not have been possible, despite the challenging environment.

**For and on behalf of the Board of Directors
Phoenix Township Limited**

Sd/-

**Dr. Prafulla R. Hede
Chairman
(DIN: 00651441)**

Place: Mumbai

Date: 30th May, 2018



ANNEXURE -A

FORM NO. MGT - 9, EXTRACT OF ANNUAL RETURN

For financial year ended March 31st, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L67190GA1993PLC001327
Registration Date	10/02/1993
Name of the Company Category / Sub-Category of the Company	Phoenix Township Limited Company limited by Shares/ Non-Government Indian Company
Address of the Registered office and contact details	Durga Bhavan, Hede Centre, Tonca, Panaji, Goa - 403001
Whether listed company	(√) Yes () No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt Ltd 17/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai-400059.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service (NIC 2008)	% to total turnover of the company
1.	Hotels Operations	5510	72.18%
2.	Restaurants, bars and canteens	5520	27.82%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NA



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (1.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoters									
A) Indian									
a) Individual / HUF	2723276	0	2723276	19.47	2723276	0	2723276	19.47	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	6741809	0	6741809	48.25	6746809	0	6746809	48.25	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other...	381625	0	381625	2.73	381625	0	381625	2.73	0
Sub-total (A) (1):-	9851710	0	9851710	70.45	9851710	0	9851710	70.45	0
Foreign									
NRIs- Individuals	0	0	0	0	0	0	0	0	0
Other- Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	9851710	0	9851710	70.45	9851710	0	9851710	70.45	0.00
B. Public Shareholding									
1. Institutions									
Mutual Funds	0	0	0	0	0	0	0	0	0
Banks/FI	0	1000	1000	0.01	0	1000	1000	0.01	0
Central Govt	0	0	0	0	0	0	0	0	0
State Govt(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
FIs	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	1000	1000	0.01	0	1000	1000	0.01	0
Non- Institutions									
a) Bodies Corp.									
Indian	73126	255800	328926	2.35	71244	255800	327044	2.34	-0.01
Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
Individual shareholders holding	646585	774000	1420586	10.16	649514	743000	1392514	9.96	-0.20



nominal share capital upto Rs. 1 lakh									
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1999425	164600	2158825	15.44	2022792	164600	2187392	15.64	0.20
Others (specify)									
Non residential Indian (repat)	68704	149000	217704	1.56	67550	149000	216550	1.55	-0.01
Non residential Indian (non- repat)	0	0	0	0	0	0	0	0	0
iii. Foreign Companies	0	0	0	0	0	0	0	0	0
iv. Clearing Members	5510	0	5510	0.04	8050	0	8050	0.06	0.02
v. Directors/ relatives	0	0	0	0	0	0	0	0	0
vi. Trust	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):- Total	2788150	1343400	4131550	29.54	2819150	1312400	4131550	29.54	0
Public Shareholding (B)=(B)(1) + (B)(2)	2788150	1343400	4131550	29.55	2819150	1312400	4131550	29.55	0
C) Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	12608060	1376200	13984260	100	12670860	1313400	13984260	100	0

ii) *Shareholding of Promoters*

S. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Share holding at the end of the year (31.03.2018)			% of change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Share Pledged /encumbered to total shares	No. of Shares	% of total Shares of the company	% of Share Pledged /encumbered to total shares	
1	Mrs. Shibani Harlalka	73100	0.52	0	73100	0.52	0	0
2	Mr. Samit Prafulla Hede	77873	0.56	0	77873	0.56	0	0
3	Mr. Prafulla Rajaram Hede	2572303	18.39	0	2572303	18.39	99.91	0
4	HBG Trust (Seema Arun Pawar)	381625	2.73	0	381625	2.73	0	0
5	Star Galaxy Trades Pvt Ltd	212807	1.52	0	212807	1.52	0	0
6	Hede Navigation Pvt. Ltd. (formerly known as Jwala Investments And Trading Pvt Ltd)	3981307	28.47	60.53	3981307	28.47	60.53	0
7	Hede Consultancy Company Pvt Ltd	2242880	16.04	0	2242880	16.04	89.17	0
8	Glacier Trades Pvt Ltd	210700	1.51	0	210700	1.51	0	0
9	Colaba Real Estate Private Limited	99115	0.71	0	99115	0.71	0	0



iii) *Change in Promoters' Shareholding (please specify, if there is no change)*

There are no changes in Promoter's Shareholding.

iv) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	RATIBHAI VISHRAM PATEL				
	At the beginning of the year	266736	1.91	266736	1.91
	Sale of shares as on 04/08/2017	-1300	0.01	265436	1.90
	Sale of shares as on 11/08/2017	-24951	0.18	240485	1.72
	Sale of shares as on 08/09/2017	-6200	0.04	234285	1.68
	Sale of shares as on 15/09/2017	-6980	0.05	22730	51.63
	Sale of shares as on 22/09/2017	-2552	0.02	22475	31.61
	Sale of shares as on 29/09/2017	-10	0.00	22474	31.61
	Sale of shares as on 13/10/2017	-15	0.00	22472	81.61
	Sale of shares as on 22/12/2017	-10	10.00	22462	71.61
	Sale of shares as on 30/12/2017	-4000	0.03	22062	71.58
	Sale of shares as on 19/01/2018	-500	0.00	22012	71.57
	Sale of shares as on 25/01/2018	-450	0.00	21967	71.57
	Sale of shares as on 09/03/2018	-38000	0.27	181677	1.30
	Purchase of shares as on 16/03/2018	32000	0.23	213677	1.53
	At the end of the year	0	0.00	213677	1.53
2.	NIDHI PANDYA				
	At the beginning of the year	168781	1.21	168781	1.21
	Purchase of shares as on 18/08/2017	2940	0.02	171721	1.23
	Purchase of shares as on 25/08/2017	5	0.00	171726	1.23
	Purchase of shares as on 01/09/2017	2000	0.01	173726	1.24
	Purchase of shares as on 08/09/2017	10635	0.08	184361	1.32
	Purchase of shares as on 15/09/2017	3700	0.031	88061	1.34
	Purchase of shares as on 29/09/2017	100	0.00	188161	1.35
	Purchase of shares as on 06/10/2017	975	0.01	189136	1.35
	Purchase of shares as on 25/01/2018	5005	0.04	194141	1.39
	Sale of shares as on 02/02/2018	-50	0.00	194091	1.39
	Purchase of shares as on 31/03/2018	12000	0.09	206091	1.47
	At the end of the year	0	0.00	206091	1.47



3.	Devan Narendra Pandya				
	At the beginning of the year	182683	1.31	182683	1.31
	Purchase of shares as on 21/04/2017	50	0.00	182733	1.31
	Sale of shares as on 28/04/2017	-50	0.00	182683	1.31
	Sale of shares as on 19/05/2017	-24350	0.17	158333	1.13
	Purchase of shares as on 04/08/2017	200	0.00	158533	1.13
	At the end of the year	0	0.00	158533	1.13
4.	Top Financial Holdings Limited				
	At the beginning of the year	164600	1.18	164600	1.18
	No Changes	0	0	164600	1.18
	At the end of the year	164600	1.18	164600	1.18
5.	Mr. Safir Anand				
	At the beginning of the year	0	0.00	0	0.00
	Purchase of shares as on 28/04/2017	6166	0.04	6166	0.04
	Purchase of shares as on 12/05/2017	29667	0.21	35833	0.26
	Purchase of shares as on 19/05/2017	55384	0.40	91217	0.65
	Purchase of shares as on 26/05/2017	22063	0.16	113280	0.81
	Purchase of shares as on 02/06/2017	6253	0.04	119533	0.85
	Purchase of shares as on 09/06/2017	1787	0.08	131320	0.94
	Purchase of shares as on 16/06/2017	200	0.00	131520	0.94
	Purchase of shares as on 14/07/2017	1037	0.01	132557	0.95
	Purchase of shares as on 21/07/2017	54	0.00	132611	0.95
	Purchase of shares as on 28/07/2017	1459	0.01	134070	0.96
	Purchase of shares as on 11/08/2017	2065	0.01	136135	0.97
	Purchase of shares as on 18/08/2017	6599	0.05	142734	1.02
	Purchase of shares as on 08/12/2017	5233	0.04	147967	1.06
	Purchase of shares as on 05/01/2018	5000	0.04	152967	1.09
	At the end of the year	0	0.00	152967	1.09
6.	Shalin Hemantkumar Shah				
	At the beginning of the year	137880	0.99	137880	0.99
	No Changes	0	0	137880	0.99
	At the end of the year	137880	0.99	137880	0.99
7.	Nalini Narendra Pandya				
	At the beginning of the year	137313	0.98	137313	0.98
	No Changes	0	0	137313	0.98
	At the end of the year	137313	0.98	137313	0.98



8.	Heena Narendra Pandya				
	At the beginning of the year	137000	0.98	137000	0.98
	No Changes	0	0	137000	0.98
	At the end of the year	137000	0.98	137000	0.98
9.	Kokila Girdharlal Chavda				
	At the beginning of the year	112149	0.80	112149	0.80
	No Changes	0	0	112149	0.80
	At the end of the year	112149	0.80	112149	0.80
10.	Joyce Pais				
	At the beginning of the year	99200	0.71	99200	0.71
	No Changes	0	0	99200	0.7
	At the end of the year	99200	0.71	99200	0.71

v) **Shareholding of Directors and Key Managerial Personnel**

There is no change in Director's and Key Managerial Personnel's shareholding.

V. INDEBTEDNESS

Indebtedness of the Company as on March 31st, 2018 including interest outstanding/accrued but not due for payment.

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	3,69,43,939	4,45,31,768	NIL	8,14,75,707
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
Total (i + ii + iii)	3,69,43,939	4,45,31,768	NIL	8,14,75,707
Change in Indebtedness during the financial year				
• Addition	14,01,505	1,49,36,584	NIL	1,63,38,089
• Reduction	0	0		0
Net Change	14,01,505	1,49,36,584	NIL	1,63,38,089
Indebtedness at the end of the financial year				
i) Principal Amount	3,83,45,444	5,94,68,352	NIL	9,78,13,796
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	3,83,45,444	5,94,68,352	NIL	9,78,13,796



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager for the year ended March 31st, 2018

(Amount in Rs.)

S. No.	Particulars Of Remuneration	Name of MD / WTD / Manager	Total Amount
		Mr. Samit Hede	
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961. Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income- tax Act, 1961.	19,00,000	19,00,000
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
	Total (A)	19,00,000	19,00,000
	Ceiling as per the Act		

B. Remuneration to other directors for the year ended March 31st, 2018

Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of the Director					Total Amount
1.	Independent Directors	Dr. Surendra A. Dave	Mr. D. M. Sukthankar	Mr. Pralhad B. Desai	Mr. Ajit Warty	Mr. Kiran N. Talchekar	
	• Fee for attending board committee meetings • Commission • Others, please specify	30,000	30,000	40,000	15,000	0	115,000
	Total	30,000	30,000	40,000	15,000	0	115,000

2.	Other Non-Executive Directors	Mrs. Shibanee Harlalka	Dr. Prafulla Hede	Mr. Arun P. Pawar	
	• Fee for attending board committee meetings • Commission • Others, please specify	5,000	20,000	10,000	35,000
	Total				
	Total (2)	5,000	20,000	10,000	35,000



	Total (B)=(1+2)				1,50,000
	Total Managerial Remuneration (A+B)				20,50,000
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD for the year ended March 31st, 2018:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary	CFO		Total
		Mr. Sourabh Kothari*	Mr. Shubham Agrawal**	Mr. Lalan Kumar**	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	91,000.00	3,50,000.00	0.00	4,41,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961.				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	Total	91,000.00	3,50,000.00	0.00	4,41,000.00

**Mr. Sourabh Kothari resigned as Company Secretary w.e.f. 01st October, 2017.*

*** Mr. Lalan Kumar resigned as CFO of the Company w.e.f. 05th July, 2017 and in his place Mr. Shubham Agrawal was appointed as CFO of the Company w.e.f. 01st September, 2017*



VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details Penalty/ Punishment/ Compounding / fees imposed	Authority [RD / NCLT/ Court]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE B

Particulars of conservation of energy, Technology Absorption and Foreign Exchange

A. CONSERVATION OF ENERGY

- a. Energy conservation of measure taken: The operation or your company are not intensive. However, adequate operational measures have been initiated to reduce energy consumption.
 - i) Energy efficient lighting and high efficient HVAC System used/retrofitted extensively in all hotels has reduced electrical consumption.
 - ii) Computerised power monitoring is implemented in all properties on gradual basis to monitor and control power consumption.
 - iii) Air conditioning system and system boiler have been tuned for best efficiency to conserve energy.
 - iv) Building Management System installation and electricity distribution system equipped with power factor correction panel monitors that control energy wastage equipment.
 - v) STP Treated water and rain water harvesting has been implemented.
- b. Total energy consumption and energy consumption per unit of production as per Form -A of the annexure to the Rules in respect of industries specified in the schedule: Not Applicable

B. TECHNOLOGY ABSORPTION

Research and Development (R&D)

- | | | |
|-----------------------------------------------------|---|----------------|
| 1. Areas in which R&D carried out | : | Not Applicable |
| 2. Benefit derived as a result of the above efforts | : | Not Applicable |
| 3. Future Plan of action | : | Nil |
| 4. Expenditure on R&D | : | Nil |
| 5. Technology absorption, adaptation and innovation | : | Nil |
| 6. Imported Technology for last 5 years | : | Nil |

C. FOREIGN EXCHANGE EARNING AND OUTGO

Particular with regard to Foreign Exchange and Outgo are given in the notes to Accounts.



ANNEXURE C
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Phoenix Township Limited

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

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

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not applicable to the company during the Audit Period**)
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the company during the Audit Period**)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and the SEBI (Share Based Employee Benefits) Regulations 2014 (**Not applicable to the company during the Audit Period**)
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the company during the Audit Period**)
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable to the company during the Audit Period**) and



- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable to the company during the Audit Period**)

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreements entered into by the Company with BSE limited.

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

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the management of the Company has a view that there is no such law, which is specifically applicable to the Company:

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

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

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

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

We further report that during the audit period the Company has not passed any resolution for:

1. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
2. Redemption / buy-back of securities.
3. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
4. Merger / amalgamation / reconstruction, etc.
5. Foreign technical collaborations.

For Kothari H. & Associates
Company Secretaries

Sonam Jain
Partner
Membership No. A31862
Certificate of Practice No. 12402

Date: 30th May, 2018

Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



To,
The Members
Phoenix Township Limited

'Annexure A'

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

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

For Kothari H. & Associates
Company Secretaries

Sonam Jain
Partner
Membership No. 31862
Certificate of Practice No. 12402

Date: 30th May, 2018
Place: Mumbai



ANNEXURE-E

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-2018, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-2018 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director / KMP	Designation	Remuneration of Director / KMP for financial year 2017-2018 (Rs. in Lakhs)	% increase in Remuneration in the Financial Year 2017-18	Ratio of remuneration of each Director/ to median remuneration of employees	Remuneration of KMP as % of total revenue
1.	Mr. Samit P. Hede	Managing Director	19.00	58.33	18.91	1.07%
2.	Dr. Prafulla R. Hede	Chairman & Non-Executive Director	NIL	NIL	NIL	NIL
3.	**Mrs. Shibanee M. Harlalka	Additional Director	NIL	NIL	NIL	NIL
4.	Mr. Paul David Talbot Willcox	Non-Executive Director	NIL	NIL	NIL	NIL
5.	Mr. Shubham Agrawal	Chief Financial Officer	3.50	100.00	3.48	0.20%
6.	*Mr. Sourabh Kothari	Company Secretary & Compliance officer	0.91	NIL	0.91	0.05%
7.	**Mr. Arun P. Pawar	Alternate Director (to Mr. Willcox)	NIL	NIL	NIL	NIL

* Mr. Sourabh Kothari was resigned as Company Secretary of the Company w.e.f. 01st October, 2017.

**Mr. Arun P. Pawar was appointed as an Alternate Director of Mr. Paul David Talbot Willcox w.e.f. 14th August, 2017, on the Board of the Company.

**Mrs. Shibanee M. Harlalka, she became an Additional Director w.e.f. 14th August, 2017.

Note: No Director other than Managing Director received any remuneration other than sitting fees for the financial year 2017-2018.

2. The median remuneration of employees of the company during the financial year was Rs. 1.00 Lacs.



3. In the financial year 2017-2018, there was a decrease of 42.58% in the median remuneration of employees.
4. There were 110 permanent employees on the rolls of the Company as on 31st March, 2018.
5. Comparison of remuneration of the Key Managerial Personnel against the performance of the Company:-

Total Revenue (Rs. In Lakhs)	Total Remuneration of KMPs (Rs. In Lakhs)	Total Remuneration as % to Total Revenue
1780.45	23.41	01.31%

6. The average percentage decrease in the salaries of employees other than managerial personnel was 14.67% and increase in managerial remuneration was NIL

The company has not made any public issue of shares.

7. Affirmation that the remuneration is as per the remuneration policy of the company:
It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.



REPORT ON CORPORATE GOVERNANCE

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Listing Agreement with the BSE Limited (BSE), the Directors present the Company's report on corporate governance for the year ended 31st March, 2018.

Company's Philosophy on Code of Governance

Corporate Governance broadly refers to a set of rules and practices designed to govern the behavior of corporate enterprises. The Company's philosophy on Corporate Governance envisages accountability, responsibility and transparency in the conduct of the Company's business and its affairs vis-à-vis its employees, shareholders, bankers, lenders, government, suppliers, dealers etc. and accordingly lays great emphasis on regulatory compliances. The Company firmly believes that Corporate Governance is a powerful tool to sub serve the long term growth of the Company and continues to give high priority to the principles and practices of good Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of corporate governance as laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD OF DIRECTORS

➤ Board Composition

As on 31st March, 2018 the Board consists of 9 (Nine) directors out of which 4 (four) are non-executive & Independent Directors. The composition of the Board and category of Directors is as follows:

Sr. No.	Name	Designation / Status
1.	Dr. Prafulla Rajaram Hede	Chairman (Non-Executive Director)
2.	Mr. Samit Prafulla Hede	Managing Director (Executive Director)
3.	Mrs. Shibane Harlalka	Additional Director, Woman Director (Non-Executive)
4.	Mr. Arun Pandurang Pawar	Alternate Director of Mr. Paul David Talbot Willcox
5.	Dr. Surendra Ambalal Dave	Non-Executive and Independent Director
6.	Mr. Prahlad Bhagwant Desai	Non-Executive and Independent Director
7.	Mr. Ajit Warty	Non-Executive and Additional Independent Director
8.	Mr. Kiran Narayan Talchekar	Non-Executive and Additional Independent Director
9.	Mr. Paul David Talbot Willcox	Non-Executive Director

Brief Profile of Appointee Director's:

The brief profile of appointee directors are as under:

- a. DR. PRAFULLA. R. HEDE (80 Years)**, Chairman and Director, LMC, is an eminent industrialist with vast experience in various fields. He was a Member of the Industrial Development Bank of India (IDBI) WRC which

happens to be India's Apex Financial Institution and was ranked as the 7th largest development bank in the world. This position was held by him for a period of 9 years. He was a Director of The Indian Overseas Bank which has the distinction of having branches at most Cities in the Asia Pacific region including Hong Kong, Singapore and Seoul. He was also one of the core promoters of Sterling Holiday Resorts (India) Ltd., which has grown to become one of the largest timeshare resort companies in the country. He also had the distinction of being one of the founders Director of the Gujarat Maritime Board (Government of Gujarat).

In addition he was also a member of the Advisory Board for the Industrial Finance Corporation of India (IFCI) and a member of the Foreign Trade Committee for The Associated Chamber of Commerce and Industries of India (ASSOCHAM) and director of Economic Development Corporation (Goa State Finance Corporation)

He is presently Chairman of the Hede Business Group (HBG).

- b. MR. PAUL DAVID TALBOT WILLCOX (67 Years)**, Director, Eton College, M.A. (Hons.), Cambridge University, London Business School, "Continuing Executive Programme" He is Chairman of Eggar Forrester (Holdings) Ltd., Eggar Forrester Ltd., Douglas & Company Ltd., Eggar Forrester Sale & Purchase Ltd., C.W. Kellock & Company Ltd. He is also the Director of Eggar Bailey Futures Ltd., Wilks Shipping Co. Ltd., Vision Shipbroker Ltd., Drainsheid Ltd., Eggar Forrester Financial Services Ltd. and Seatracker Ltd.

- c. DR. SURENDRA A. DAVE (81Years)**, Independent Director, inducted on the Board of Phoenix Township Ltd. has been former Chairman of the Unit Trust of India for several years. He was Chairman of Exim Bank of India. He was also Chairman of SEBI.

He is currently Financial Advisor to the Govt. of India and a Director of a number of other Public Limited and



Chancellor of universities. He is also the Director of Housing Development Finance Corporation (HDFC).

- d. **MRS. SHIBANEE HARLALKA (46 Years)**, Director is a women Director of the Company. She is a Commerce Graduate from Mumbai University, she was acting as an Alternate director of Mr. Paul David Talbot Willcox, a Director of Phoenix Township Limited, since 16th August, 2007.

She was appointed as a Director of on the Board of the Company w.e.f. 14th August, 2017 subject to regularization/ appointment in insuring Annual General Meeting, and also serves on the boards of various Private Limited Companies.

- e. **MR. ARUN P. PAWAR (68 Years)**, Alternate Director is the only alternate Director of the Company, he is BSC (Hon) Botany, Pune University and also cleared Indian Administrative Examination (IAE) in 1975 & joined Income Tax Department in 1976 and retired as Chief Commissioner of Income Tax after rendering 34years of public service.

He is acting as an Alternate director of Mr. Paul David Talbot Willcox, a Director of Phoenix Township Limited w.e.f 14th August, 2017 and is also acting as an Independent Director on the Board of Kalyani Steels Limited.

- f. **MR. AJIT WARTY (74 Years)**, an Independent Director of the Company, is a former Indian Administrative Service (Maharashtra Cadre) officer who has rendered public service for nearly 40 years. He started his career in the Corps of Engineers of the Indian Army, where he worked in the field formations as well as on staff assignments. He relinquished his commission as a Captain after being selected for Indian Administrative Service (IAS).

He was the Vice- President & CEO of the Maharashtra Housing Road Development Authority and thereafter, as Principal Secretary of Housing Department dealing with policy issues of Public Housing, Area Development as well as the implementation of Urban Land Ceiling Act.

He was appointed as an Independent Director of on the Board of the Company w.e.f. 14th August, 2017 for a term of 5 (five) consecutive years commencing from 14th August, 2017 to 13th August, 2022 subject to regularization/ appointment in insuring Annual General Meeting.

- g. **MR. KIRAN N. TALCHERKAR (70 Years)**, an Independent Director of the Company, is a Commerce Graduate from Mumbai University, obtained Sea training at the Sea Cadet Corp for 10 years and also represented India at the International Sea Cadet Muster in Kingston Canada which was organized by the Canadian and U.S. Navy's and is also a member of MCAClub BKC-Mumbai.

He is the Managing Director of Kiran Talcherkar Advertising Pvt. Ltd, a Company engaged in the business of Display House an Exhibition, Events, Retail Company having a global reach.

He was appointed as an Independent Director of on the Board of the Company w.e.f. 12th February, 2018 for a term of 5 (five) consecutive years commencing from 12th February, 2018 to 11th February, 2023 subject to regularization/ appointment in insuring Annual General Meeting.

The Chairman of the Board is a Non-Executive Director.

As per the declarations received by the Company from each of the Directors, none of them is disqualified under Section 164(2) of the Companies Act, 2013.

All the Independent Directors of the Company have furnished at the time of their appointment as Independent Director and thereafter at every first Meeting of the Board in the Financial year, a declaration that they satisfy the criteria of independence as per Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and Rules made therein. Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

➤ Number and dates of Board Meetings held during the year

Your Board met four times a year and the interval between any such two meetings has not been more than one hundred and twenty days. The Company Secretary under the direction of the Chairman and in consultation with Chief Financial Officer prepares the agenda along with the explanatory notes thereto and circulates it to the Directors, along with the notice of the meeting. During F.Y. 2017-2018, meetings of the Board of Directors were held on: Additionally a separate meeting of Nomination and

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	February 12, 2018	8	6
2	November 01, 2017	9	8
3	August 14, 2017	7	4
4	May 26, 2017	7	5

Remuneration Committee and Shareholders Grievance Committee and Independent Directors was held on 12th February, 2018 and 14th August, 2017.



➤ Procedure of Board/ Committee Meeting

The agenda papers with relevant explanatory notes and material documents relating to matters for perusal of the Board/ Committee are circulated in advance, so as to facilitate discussion and informed decision-making in the meeting.

The information placed / required to be placed before the Board of Directors, inter alia, includes:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Annual financial results of the Company, Auditors' Report and the Report of the Board of Directors.
- Minutes of meetings of Audit Committee and other Committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material, nature of investments, subsidiaries, assets which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer etc.
- Appointment, remuneration and resignation of Directors.
- Formation / Reconstitution of Board Committees.
- Terms of reference of Board Committees.
- Declaration of Independent Directors at the time of appointment / annually disclosure of Directors' interest and their shareholding.
- Appointment or removal of the Key Managerial Personnel (KMP) and officers one level below KMP.
- Appointment and fixing of remuneration of the Auditors as recommended by the Audit Committee.
- Appointment of internal auditor and secretarial auditor.
- Quarterly, half yearly and annual financial statements or financial results as the case may be, and the Board's Report.
- Significant changes in accounting policies and internal controls.
- Statement of significant transactions, related party transactions by unlisted subsidiary companies.
- Dividend declaration.
- Audit findings and Audit Reports (through the Audit Committee).
- Annual Secretarial Audit report submitted by Secretarial Auditors.
- Making loans and investment of surplus funds.
- Buy, sell investments held by the Company (other than trade investments), constituting five per cent or more of the paid up share capital and free reserves of the investee company.
- Making political contributions.
- Issue of securities including debentures.
- Buy back of securities.
- Borrowing of monies, giving guarantees or providing security in respect of loan.
- Diversify the business of the Company.
- Approve amalgamation, merger or reconstruction.
- Takeover a company or acquire a controlling or substantial stake in another company.
- Status of business risk exposures, its management and related action plans.
- Compliance Certificate certifying compliance with all laws as applicable to the Company.
- Reconciliation of share capital audit report under SEBI (Depositories and Participants) Regulations, 1996.
- Attendance of Directors at board meetings, last annual general meeting (AGM) and number of directorships and chairmanships / memberships of Committees of each Director in other Companies:



Name of the Director	Attendance			Directorship in Other Companies/ Membership/ Chairmanship Mandatory Committees			
	No. of Board Meeting held *	Board Meeting attended	Last AGM	Directorship in Public	Directorship in Private	Membership Mandatory Committees **	Chairmanship Mandatory Committees **
Dr. Prafulla R. Hede	4	4	Yes	1	6	0	0
**Mr. Dattatraya M Sukthankar	3	3	Yes	0	0	0	0
Dr. Surendra A. Dave	4	3	No	1	3	1	1
Mr. Pralhad B. Desai	4	4	No	0	1	0	0
Mr. Samit P. Hede	4	4	Yes	1	4	0	0
**Mrs. Shibanee M. Harlalka	4	1	Yes	0	2	0	0
Mr. Paul David Talbot Willcox	4	0	No	0	0	0	0
**Mr. Ajit Warty	2	2	NA	1	1	4	0
**Mr. Arun P. Pawar	2	2	NA	1	0	0	0
**Mr. Kiran N. Talchekar	0	0	NA	0	1	0	0

*In accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Memberships / Chairmanships of only Audit Committees and Shareholders' / Investors' Relationship Committees in all public limited companies have been considered (excluding Phoenix Township Limited)

**Mr. D. M. Sukthankar, an Independent Director of the Company was resigned w.e.f. 18th January, 2018.

**Mr. Ajit Warty was appointed as an Additional Independent Director w.e.f. 14th August, 2017, on the Board of the Company.

**Mr. Kiran N. Talchekar was appointed as an Additional Independent Director w.e.f. 12th February, 2018, on the Board of the Company.

**Mr. Arun P. Pawar was appointed as an Alternate Director of Mr. Paul David Talbot Willcox w.e.f. 14th August, 2017, on the Board of the Company.

**Mrs. Shibanee M. Harlalka, she became an Additional Director w.e.f. 14th August, 2017.

None of the non-executive directors has any material pecuniary relationship or transactions with the Company.

Shareholding of Directors in the Company as on 31st March, 2018.

• Appointment/ reappointment of Directors

Sr. No.	Name of the Directors	Number of Shares held
1.	Dr. Prafulla R. Hede	25,72,303
2.	Mr. Samit P. Hede	77,873
3.	Mrs. Shibanee M. Harlalka	73,100
4.	Mr. Dattatraya M Sukthankar	0
5.	Dr. Surendra A. Dave	0
6.	Mr. Pralhad B. Desai	0
7.	Mr. Paul David Talbot Willcox	0
8.	Mr. Ajit Warty	0
9.	Mr. Arun P. Pawar	0
10.	Mr. Kiran N. Talchekar	0

During the Financial year, Mr. D. M. Sukthankar, an Independent Director of the Company resigned on 18th January, 2018 and Mr. Ajit Warty & Mr. Kiran N. Talchekar were appointed as Additional Independent Director on 14th August, 2017 and 12th February, 2018 respectively.

Further there was a change in Designation of Mrs. Shibanee M. Harlalka, she became an Additional Director of the Company and Mr. Arun P. Pawar was appointed as an Alternate Director of Mr. Paul David Talbot Willcox in place of Shibani M. Harlalka, on the Board of the Company w.e.f. 14th August, 2017.



• Familiarization Programme for Independent Directors

The Board members are also provided with the necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The Board and Committee members are apprised of business and performance updates, business strategy and risks involved and it is also available on the website of the Company www.hbgindia.com.

BOARD COMMITTEES

The Company is having three Board Committees as given below

Terms of Reference and other details of Board Committees

I. Audit Committee	II. Nomination and Remuneration Committee	III. Stakeholders' Relationship Committee (SRC)
Dr. Surendra A Dave Chairman Non-executive Independent Director	Dr. Surendra A Dave Chairman Non-executive Independent Director	Dr. Prafulla R. Hede Chairman Non - Executive Director
Mr. Kiran N. Talchekar Non-executive Independent Director	Mr. Kiran N. Talchekar Non-executive Independent Director	Mr. Samit Hede Member Managing Director
Mr. Ajit Warty Member Non-executive Independent Director	Mr. Ajit Warty Member Non-executive Independent Director	Mr. Ajit Warty Member Non - Executive Independent Director
Mr. Pralhad B. Desai Member Non-executive Independent Director	Mr. Pralhad B. Desai Member Non-executive Independent Director	Mr. Pralhad B. Desai Member Non - Executive Independent Director

I AUDIT COMMITTEE

Composition:

The Audit Committee of the Board comprises four Independent Directors, namely Dr. Surendra A. Dave as Chairman and Mr. Pralhad B. Desai, Mr. Ajit Warty and Mr. Kiran N. Talchekar as members of the Committee. They possess good knowledge of corporate and project finance, accounts and Companies Act. The composition of the Audit Committee meets with the requirement of section 177 of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Company Secretary of the Company acts as Secretary to the Audit Committee. The minutes of the meetings of the Audit Committee are placed before the Board.

Objective:

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing

and reporting practices of the Company and compliance with the legal and regulatory requirements. The Committee oversees the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the Statutory Auditors the performance of internal auditors and the Company's risk management policies.

Powers of Audit Committee:

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

The Role of Audit Committee includes:

- 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
- Recommending to the Board the appointment, remuneration and terms of appointment of Auditors of the Company
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing / Examination, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the



- exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of related party transactions;
- Modified opinion in the draft audit report, if any;
- Reviewing / Examination, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- Carrying out other functions as may be specifically referred to the Committee by the Board of Directors
- To review the following:
 - Management discussion and analysis of financial condition and results of operations
 - Statement of significant related party transactions (as defined

- by the Audit Committee), submitted by management
- Management letters / letters of internal control weaknesses issued by the statutory auditors
- Internal audit reports relating to internal control weaknesses and
- The appointment, removal and terms of remuneration of the chief Internal auditors shall be subject to review by the audit committee
- Statement of Deviations;
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange (s) in terms of Regulation 32 (1) of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015
- Annual Statement of funds utilized for purpose other than those stated in the offer document/ prospectus/notice in terms of regulation 32 (7) of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015

Meetings:

Four meetings of Audit Committee were held during the year ended March 31, 2018 as on:

- February 12, 2018
- November 01, 2017
- August 14, 2017
- May 26, 2017

Attendance details of the members:

Name of the Committee Member	No. of meetings	
	Held	Attended
Mr. Dattatraya M Sukthankar	3	3
Mr. Pralhad B. Desai	4	4
Dr. Surendra A. Dave	4	3
Mr. Ajit Warty	1	1
Mr. Kiran N. Talchekar	0	0

Executives of accounts department, finance department, secretarial department and representatives of the Statutory Auditors attended the Audit Committee Meetings.

II. NOMINATION AND REMUNERATION COMMITTEE

Composition:

The Nomination and Remuneration Committee of the Company comprises four Independent Directors, namely, Dr. Surendra A. Dave as Chairman and Mr. Pralhad B. Desai, Mr. Ajit Warty and Mr. Kiran N. Talchekar as members of the Committee.

The Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and disclosure requirements), Regulations, 2015.

**Terms of reference of the Committee includes:**

- 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;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Formulation of criteria for evaluation of Independent Directors, the Board and every Director's performance;
- Devising a policy on Board diversity;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent Directors.

Meetings:

Two meeting of the Committee was held during the year on February 12, 2018 and August 14, 2017.

Name of the Committee Member	No. of meetings	
	Held	Attended
Mr. Dattatraya M. Sukthankar	1	1
Mr. Pralhad B. Desai	2	2
Dr. Surendra A. Dave	2	1
Mr. Ajit Warty	1	1
Mr. Kiran Talchekar	0	0

Remuneration Policy:

The Committee has formulated a policy on Nomination and Remuneration of Director, Key Managerial Personnel and Senior Management, which is attached as **Annexure D** to the Directors Report and has been published on the website of the Company www.hbgindia.com.

The remuneration of the Managing Director / Executive Director are decided by the Nomination and Remuneration Committee based on the Company's performance vis-à-vis the industry performance/ track record of the Managing Director and Executive Directors and same is reported to the Board of Directors. The Company pays remuneration by way of salary to its Managing Director / Whole-time Director. Increment(s) are decided by the Nomination and Remuneration Committee within the overall limits approved by the Members.

The details regarding remuneration paid to Executive Directors and sitting fees paid to Independent Directors are provided as follows:

Sr. No.	Name of Director	Salary (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
1.	Dr. Prafulla R. Hede		20,000	20,000
2.	Mr. Dattatraya M Sukthankar		30,000	30,000
3.	Dr. Surendra A. Dave		30,000	30,000
4.	Mr. Pralhad B. Desai		40,000	40,000
5.	Mr. Samit P. Hede	19,00,000	-	19,00,000
6.	Mrs. Shibanee M. Harlalka		5,000	5,000
7.	Mr. Paul David Talbot Willcox	-	-	-
8.	Mr. Arun P. Pawar	-	10,000	10,000
9.	Mr. Ajit Warty		15,000	15,000
10.	Kiran N. Talchekar	-	-	-
	Total			20,50,000



III. STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC)

The Stakeholders Relationship Committee (SRC) of the Company comprises Four Directors namely, Dr. Prafulla R. Hede as Chairman, Mr. Samit P. Hede, Mr. Pralhad B. Desai and Mr. Ajit Warty as members of the committee.

The SRC's composition and terms of reference meet with the requirements of Chapter IV of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015 and the provisions of the Companies Act, 2013.

Terms of reference:

The terms of reference / powers of the Stakeholders Relationship Committee are as under:

- To look into the Redressal of grievances of shareholders and other security holders, including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends
- To oversee the performance of the Registrars & Transfer Agents of the Company
- To monitor the implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of the SEBI (Prohibition of Insider Trading) Regulations, 2015
- To carry out such other functions as may be directed by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable and
- To perform such other functions as may be necessary or appropriate for the performance of its duties

Meetings:

One meeting of the Committee was held during the year on February 12, 2018.

Attendance of each member at the SRC meetings held during the year

Name of the Committee Member	No. of meetings	
	Held	Attended
Dr. Prafulla R. Hede	1	1
Mr. Samit P. Hede	1	1
Mr. Pralhad B. Desai	1	1
Mr. Ajit Warty	1	1

Compliance Officer:

Company Secretary is the Compliance Officer for complying with the requirements of Securities Laws and SEBI (Listing Obligations and disclosure requirements), Regulations, 2015 with the Stock Exchanges in India, the Name and contact of the Compliance Officer as under:

Mr. Kalpesh C. Joshi
Company secretary & Compliance Officer
Phoenix Township Limited
Balaji Bhavan, 2nd Floor, 14, BEST Marg,
Colaba, Mumbai- 400 001

Tel No.: (91-22) 6159 0900 IFax No.: (91-22) 2202 8212

E-mail: compliance@hbgindia.com

Complaints Status:

During the financial year 2017-2018, the Company did not receive any complaints from shareholders.

CODE OF CONDUCT

The Board has approved and adopted a code of conduct for all Board members and senior management of the Company. The code of conduct has been posted on the website of the Company at www.hbgindia.com. All Board members and senior management personnel affirm compliance with the code of conduct annually. A declaration to this effect signed by Mr. Samit Hede, Managing director of the company is given below.

Declaration

I hereby confirm that the Company has obtained from all the members of the Board and senior management personnel, affirmation that they have complied with the Code of Conduct for directors and senior managerial personnel in respect of the financial year ended 31st March, 2018.

Sd/-
Samit Hede
Managing Director
Mumbai. May 30th, 2018

OTHER DISCLOSURES

None of the transactions with any of the related parties was in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Annexure IV to the Boards report.

All related party transactions are negotiated on arm's length basis and are intended to further the interests of the Company.

The Policy dealing with related party transactions is available on the website of the Company under the link <http://www.hbgindia.com/documents/PTL-Related-Party-Transaction-Policy.pdf>

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the stock exchanges or SEBI or any other statutory authority.



CEO / CFO CERTIFICATION:

The Managing Director and Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Chapter IV of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015. The Managing Director and Chief Financial Officer also gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015 (Earlier Listing Agreement).

WHISTLE BLOWER POLICY:

The Board of Directors of the Company are committed to maintain highest standard of honesty, openness and accountability and recognize that each and every person in the Company has an important role to play in achieving the organizational goals. It is the policy of the Company to encourage employees, when they have reason to suspect questionable accounting/audit practices or the reporting of fraudulent financial information to shareholders, the Government or the financial markets, and/or serious misconduct otherwise, to report the concerns to the Company's Management. We further affirm that no employee has been denied access to the Audit Committee

MEANS OF COMMUNICATION

Quarterly results:

Quarterly results of the Company are published in "Financial Express" and "Goa Doot" and are also displayed on the Company's website www.hbgindia.com

Website:

The Company's website www.hbgindia.com contains a separate dedicated section 'Investors' Information' where shareholders' information is available. The Annual Report of the Company is also available on the website in a user friendly and downloadable form.

Annual Report:

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report and Auditor's Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website www.hbgindia.com

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a Centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated Exclusive email-id:

The Company has designated the following email-ids exclusively for investor servicing.

- For queries on Annual Report – compliance@hbgindia.com
- For queries in respect of equity shares of the Company: prafuls@adroitcorporate.com

PAYMENT OF LISTING AND CUSTODIAL FEE:

The annual Listing Fees for the year 2018-2019 has been paid to the concerned Stock Exchanges.

The Company has also paid the Annual Custodial fees to both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)

GENERAL SHAREHOLDERS INFORMATION

1. General Body Meetings : (Location and time of last three Annual General Meetings)

Financial Year	Date	Time	Venue
2016-17	07/08/2017	4.00 P.M	Phoenix Park Inn Resort, Sequera Vado, Candolim, Goa - 403 515.
2015-16	11/08/2016	4.30 P.M	Phoenix Park Inn Resort, Sequera Vado, Candolim, Goa - 403515.
2014-15	10/08/2015	4.30 P.M	Phoenix Park Inn Resort, Sequera Vado, Candolim, Goa - 403 515.



The following special resolution (s) were passed in the previous annual general meetings:

Annual General Meeting held on August 07, 2017

- No Special Resolution was passed.

Annual General Meeting held on August 11, 2016

- No Special Resolution was passed.

Annual General Meeting held on August 10, 2015

- To designate Mr. Samit Hede as Managing Director of the Company

2. Company Registration Details:

The Company is registered in the State of Goa, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L67190GA1993PLC001327.

Annual General Meeting Day, Date, Time & Venue	Monday 06 th August, 2018 at 03.00 p.m. at Phoenix Park Inn Resort, Sequera Vado, Candolim, Goa - 403 515.
Financial Year	April 01 to March 31
Financial Calendar (tentative)	June 30, 2016 - Second week of August, 2017 September 30, 2016 - Second week of November, 2017 December 31, 2016 - Second week of February, 2018 March 31, 2018 - Last week of May, 2018. Dividend Payment Date - Not Applicable
Date of Book closure	From 31 st July, 2018 to 6 th August, 2018 (both days inclusive).
Listing on Stock Exchanges	The shares of the Company are listed on BSE Limited (BSE)
Stock Code/ ID	537839/ PHOENIXTN
Registrars and Transfer Agents	The Company has appointed Adroit Corporate Services Pvt Ltd of Mumbai as the Registrars and Share Transfer Agents. For any assistance regarding share transfers, transmissions, change of address, duplicate/missing share certificate and other relevant matters, please write to the Registrars and Transfer Agents, at the address given below: Adroit Corporate Services Private Limited 17/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400059.
Share Transfer System	The equity shares of the Company are primarily dealt with in electronic form in the depository system with no involvement of the Company. There are negligible or no transfers made in physical form. As regards transfer of shares held in physical form the transfer documents can be lodged with Registrars and Transfer Agents at the above mentioned address.


3. Market Price Data – High, Low & Closing & BSE Sensex during each month in the year 2017-2018

Month	Market Price Per Share (Rs.) (BSE)					
	BSE Sensex (Close)	Highest	Lowest	Closing	No. of Shares	Total Turnover (Rs.)
April, 2017	29918.4	13.51	8.55	13.51	15,236	1,59,111
May, 2017	31145.8	18.21	14.18	17.86	2,62,019	46,05,075
June, 2017	30921.61	18.2	15.4	15.4	22,046	3,62,905
July, 2017	32514.94	15.1	11.35	11.35	50,473	6,19,859
August, 2017	31730.49	12.03	9.3	11.42	64,021	6,90,480
September, 2017	31283.72	13.21	10.81	12.42	44,284	5,34,952
October, 2017	33213.13	16	11.01	15.5	37,932	4,68,145
November, 2017	33149.35	17.25	12.9	16.4	16,692	2,41,253
December, 2017	34056.83	15.75	12.2	14.45	25,212	3,41,697
January, 2018	35965.02	16.05	13.35	14.49	75,414	10,85,191
February, 2018	34184.04	16.8	11.84	16.5	22,414	3,45,069
March, 2018	32968.68	16.45	13.25	14.5	1,91,849	28,52,067

4. Distribution of Shareholding as on March 31, 2018:

No. of shares	No. of shareholders	% of shareholders	No. of shares held	Amount (In Rs.)	% of shareholding
1 - 500	743	47.48	1,66,591	16,65,910.00	1.19
501 - 1000	343	21.92	3,08,979	30,89,790.00	2.21
1001 - 2000	285	18.21	5,04,485	50,44,850.00	3.61
2001 - 3000	44	2.81	1,14,073	11,40,730.00	0.82
3001 - 4000	45	2.88	1,71,368	17,13,680.00	1.23
4001 - 5000	16	1.02	77,509	7,75,090.00	0.55
5001 - 10000	31	1.98	2,32,556	23,25,560.00	1.66
Over 10000	58	3.71	1,24,08,699	12,40,86,990.00	88.73
Total	1565	100.00	13984260	13,98,42,600.00	100.00

5. Shareholding Pattern (Category of Shareholders) as on March 31, 2018:

Category Code	Category of Shareholder	Total No. of shares	As a percentage (A+B+C)
(A)	Shareholding of Promoter and Promoter Group		
	(1) Indian	98,51,710	70.45
	(2) Foreign	0	0
	Total Shareholding of Promoter and Promoter Group	98,51,710	70.45
(B)	Public shareholding		
	(1) Institutions	1000	0.01
	(2) Non-institutions	41,31,550	29.54
	Total Public Shareholding	41,32,550	29.55
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
	(1) Promoter and Promoter Group	0	0
	(2) Public	0	0
	Total		
	TOTAL (A+B+C)	1,39,84,260	100



1. Reconciliation of Share Capital Audit:

As stipulated by SEBI, a qualified practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The report, inter alia, confirms that the total listed and paid-up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in physical mode.

2. Dematerialization of Shares and Liquidity as on March 31, 2018

Category	No. of Shares held	No. of Shareholders	% of Total Shareholding
Shares held in Demat Form	806	1,267,0,860	90.61
Shares held in Physical Form	759	13,13,400	9.39
TOTAL	1565	1,39,84,260	100.00

COMPLIANCE CERTIFICATE OF THE AUDITORS:

Certificate from the Auditors of the Company, M/s. Chaturvedi Sohan & Co., Chartered Accountants (having ICAI Registration No: 118424W) confirming compliance with the conditions of Corporate Governance as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is forming part of the Annual Report.

ANNEXURE - D

NOMINATION AND REMUNERATION POLICY (U/S. 178)

Introduction:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing regulations as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated by the Committee and approved by the Board of Directors. Objective and purpose of the Policy:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the finance industry.

- To carry out evaluation of the performance of Directors, as well as Key Managerial and others Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and also to ensure long term sustainability of talented managerial persons to create competitive advantage.

Effective Date:

This Policy has been adopted by the Board of Directors of Phoenix Township Limited (PTL) ('the Company') at its Meeting held on 09th February, 2016 (The erstwhile Policy stands replaced by this Policy and the effective date is 01st December, 2015).

With effect from 12th February, 2018, the Nomination and Remuneration Committee comprises of following Directors:

Sr. No.	Name	Position
1	Dr. Surendra Ambalal Dave	Chairman
2	Mr. Ajit Warty	Member
3	Mr. Kiran Narayan Talchekar	Member
4	Mr. Pralhad B. Desai	Member



The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions

- **Board**, means Board of Directors of the Company.
- **Directors**, means Directors of the Company.
- **Committee**, means Nomination and Remuneration Committee of the Company as constituted by the Board.
- **Company**, means Phoenix Township Limited (PTL).
- **Independent Director**, means a director referred to in section 149(6) of the Companies Act, 2013 and as per Listing Regulation.
- **Key Managerial Personnel (KMP) means-**
 - (i) Managing Director or Chief Executive Officer or manager and in their absence, a Whole-time Director;
 - (ii) Chief Financial Officer;
 - (iii) Company Secretary;
 - (iv) Such other officer as may be prescribed under the applicable statutory provisions / rules and regulations.
- **"Regulations" or "Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015"
- **senior management"**, means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Applicability

Directors (Executive and Non Executive)
Key Managerial Personnel
Senior Management Personnel

General

This Policy is divided in three parts:

Part – A covers the matters to be dealt with and recommended by the Committee to the Board,

Part – B covers the appointment and nomination and

Part – C covers remuneration and perquisites etc.

The key features of this Company's policy shall be included in the Board's Report.

PART – A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

• Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of **seventy years**. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

• Term / Tenure:

1. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Director, Managing Director or Executive Director for a term not exceeding five years at a time. No



re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 01st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

• Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

• 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, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

• Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the

Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

• General:

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director. Increments will be effective from 01st October in respect of a Whole-time Director and 01st April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees 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. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

• Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

1. Fixed pay:

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break up of the pay scale and quantum



of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

• Remuneration to Non- Executive / Independent Director:

1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. Ten Thousand plus reimbursement of travel expenses per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

• Penalty for Non compliance:.

Company	Fine which shall not be less than Rs. 1,00,000/- but which may extend to Rs. 5,00,000/-
Officer in default	Imprisonment for a term which may extend to one year or Fine which shall not be less than Rs. 25,000/- but which may extend to Rs. 1,00,000/- or with both.

AMENDMENTS TO THE POLICY:

The Nomination and Remuneration Committee shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company.

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE REGULATIONS OF CORPORATE GOVERNANCE

To,

The Board of Directors

Phoenix Township Limited

We have examined the compliance of conditions of corporate governance by Phoenix Township Limited, ('the Company'), for the year ended on 31st March, 2018, as stipulated in Chapter IV SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligation and disclosure Requirement) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Chaturvedi Sohan & Co.

Chartered Accountants

ICAI Firm Registration No: 118424W

Sd/-

Devanand Chaturvedi

Partner

Membership No.: 41898

Place: Mumbai

Date: 30th May, 2018

To,
The Board of Directors
Phoenix Township Limited
Mumbai

We, undersigned certify that the Audited Financial Results for the quarter and year ended March 31, 2018 prepared in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading and we further certify that:

- A. We have reviewed financial statements and the cash flow statement for the quarter and year ended March 31, 2018 and that to the best of their knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:

- i. significant changes in internal control over financial reporting during the year;
- ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: 30th May, 2018 Sd/- Sd/-
Place: Mumbai Samit P. Hede Shubham A. Agarwal
Managing Director CFO (KMP)

INDUSTRY OVERVIEW:

Tourism has now become a significant industry in India. It is a sun rise industry, an employment generator, a significant source of foreign exchange for the country. Tourism in India is the third largest foreign exchange earner of the country. The booming tourism industry has had a cascading effect on the hospitality sector with an increase in the occupancy ratios and average room rates. As per Travel and Tourism Competitiveness Report by World Economic Forum, has ranked India at the sixth place in tourism and hospitality. The hotel industry in India thrives largely due to the growth in tourism and travel. Due to the increase in tourism with rising foreign and domestic tourists, hotel sector is bound to grow. There is an emergence of budget hotels in India to cater to the majority of the population who seek affordable stay. International companies are also increasingly looking at setting up such hotels. Imbalance in increase in tourists both domestic and foreign not been supported with equal number of rooms is a latent source of opportunity for growth.

The tourism and hospitality sector is among the top 10 sectors in India to attract the highest Foreign Direct Investment (FDI). According to the data released by Department of Industrial Policy and Promotion (DIPP), the hotel and tourism sector attracted around US\$ 9.2 billion of FDI between April 2000 and March 2018.



The Indian Hospitality industry has emerged as one of the key industries driving the growth of the service sector and, thereby, the Indian economy. The tourism and hospitality sector's direct contribution to GDP in 2016 was 47 Billion. Also, tourism in India accounts for 7.5% of the GDP & is the 3rd Largest Foreign Exchange earner for the country. This is said to have translated into an overall pick up in the economic activities, thereby having a positive impact on the demand for hotel industry in the country.

At the close of FY16, the country saw macroeconomic stability owing to a decline in inflation, fiscal deficit and current account deficit. Going forward, the Union Budget FY18 has identified some Major pillars that will support economic growth for the country that includes tax reforms, fiscal discipline, investment in infrastructure, ease of doing business, agriculture and farmer welfare, rural sector, social sector, education, and job creation.

The Indian government has also taken several steps to make India a global tourism hub. To increase the travel and tourism in India the government plans to cover 150 countries under e-visa scheme by the end of the year. The government has also introduced e-Tourist Visa (e-TV) for 150 countries as against the earlier coverage of 113 countries.

In the long term, the demand-supply gap in India is very real and that there is need for more hotels. The shortage is especially true within the budget hotels and the mid-market hotels segment. There is an urgent need for budget and mid-market hotels in the country as travelers look for safe and affordable accommodation. Various domestic and international brands have made significant inroads into this space and more are expected to follow as the potential for this segment of hotels becomes more obvious. With a rise in online competition, popular models have come up with online travel agents (OTAs) offering a single marketplace for all travel-related needs. There are also seen meta search engines like Trip Advisor and Make My Trip, that operate like travel discovery platforms. Further, online accommodation reservation services like Oyo Rooms have gained popularity. Apart from this, branded hotels are seen operating direct bookings through their websites.

Apart from the above initiatives, the government has proactively sought foreign investment from countries such as China, the United States and Japan, leading to an increase of business related travel to the country.

It should be noted that the base for tourism in India is still very low. The spurt in demand for hotel accommodation over the last few years has inflated hotel rooms in the country. However, a number of international brands across all hotel segments are planning to or have recently entered the Indian

market. Furthermore, domestic hotel chains, too, are embarking on strong expansion and development plans across all hotel segments.

FINANCIAL ANALYSIS:

The international travel and tourism industry continues to be one of the largest global industries and a major engine of economic growth. At present, 1 in every 11 people worldwide are employed by the tourism sector, with the industry generating US\$ 7.2 trillion or 9.8% of the global GDP in 2015. As per the most recent data, Foreign Tourist Arrivals (FTAs) in India increased 11.8% YoY due to 670000 tourists in August 2016. Further, Foreign Exchange Earnings (FEEs) from tourism increased 13.1% YoY to Rs. 129 billion in August 2016 (source: Ministry of Tourism).

As per the Ministry of Tourism, the number of tourists arriving on e-Tourist Visa (e-TV) during the month of August 2016 reached a total of 66,097 tourists. This meant a growth of 196.6% on a YoY basis. Domestic travel spending also witnessed impetus, attributing 82.5% to the direct Travel & Tourism GDP. The appreciation of the US dollar has made international travel unattractive to many who are now seeking to travel within the country for holidays.

F.Y. 2016-17 also saw the first Incredible India Tourism Investment Summit 2016. The event was organised from September 21-23, 2016. The summit witnessed signing of 86 Memoranda of Understanding (MOU) worth around Rs 150 billion for the development of tourism and hospitality projects. The 2016-2017 Union Budget allocated Rs 15.9 billion to infrastructural development and promotion which is a 70% hike over the previous year.

COMPANY OVERVIEW:

The Company believes that there is a significant potential for growth of hospitality business in India. During the year, it has taken several measures to tap this opportunity. As most of its addressable market is very active online, the Company has made a conscious effort to focus on 'digital', both as a channel for future growth and to build its brand. As a result, response times to customer leads, queries or online mentions are being cut drastically. The Company's results of operations are primarily affected by room revenue and food and beverage revenue in its hotel. Room revenue is dependent upon the number of hotel rooms occupied by guests and the rate at which such guests can be charged.

The Company with a view to expand its business has made an investment in a new project at Poovar, Kerala, by acquisition of an existing resort and surrounding land approximately 6 acres to develop this resort from an existing 13 rooms to 75 rooms with all amenities, and has purchased



floral Plots at Kulathoor Village, Taluka Neyyatinkara, District Thiruvananthapuram.

OUTLOOK:

The prime motive of Company has been profitable growth and to achieve the same, the Company has been fast re-shaping its processes aligning its people to the vision of creating long term shareholder value. The Company has included general trading in its main objects in the current financial year and now operates in three segments. The Management believes that Company will be able to achieve better growth in all three segments in the future.

DISCUSSION ON OPERATIONAL PERFORMANCE & FINANCE HIGHLIGHTS:

During the year under consideration the income of your Company has increased to Rs. 1811.68 Lac in the current year from Rs. 1490.43 Lac earned in the previous year. The Profit before Tax (PBT) of the Company for the current year has increased to Rs. 84.55 Lac as against 76.76 Lac in the previous year. Similarly the Profit after Tax (PAT) for the current year is Rs. 62.78 Lac as compared to Rs. 51.70 Lac earned in the previous year.

The Management expects growth from this sector in long run as the business climate has turned positive and will be able to acquire and expand more business in future.

Our income from other sources comprises of interest income from bank and other non-operating income.

RESORT OPERATIONS:

Efficient resort operations are central to delivering a holiday experience that meets the expectations of our customers. This encompasses three key areas: infrastructure and facilities, holiday activities, and food and beverage (F&B). The Company continued its initiative on institutionalizing 'post-holiday feedback' as the chief mechanism to measure its success in delivering quality holiday experience to its customers and addressing their concerns. We are happy to report that the feedback scores have consistently improved during the year. Efforts are in progress to further improve the coverage of the feedback, both in terms of processes and resort location.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

Viewed on face value, the Govt's annual budget produced no cheer from hospitality. Tourism, hospitality and hotels did not even find mention and taxes increased. Viewed more broadly, though, there is hope. If airport, road and rail infrastructure improves, as planned, manufacturing & industry will benefit. 3-5 yr tax holiday for start-ups should boost this sector too. Rural and farm initiatives could deliver more income to smaller towns. Optimistically, we may gain indirectly.

Winter 17-18 provided a glimmer of hope. Revenues have largely improved over the same period in the previous year. India wide new hotel room supply is petering off. We expect further gains in REVPAR in 18-19.

Goa still maintains its position as India's No.1 leisure destination. Strong domestic demand, combined with inbound interest, keeps Goa's engine running. We will tread FY17 with some caution. Events in Europe, and the indifferent health of Europe's largest economies, may see downward inbound traffic. We forecast modest growth in Gross Revenue in the coming year.

The company has made units investments at Poovar Islands Resorts at Kulaathoor Village, Taluka Neyyatinkara and District Thiruvananthapuram in Kerala in view of further expansion.

RISK MANAGEMENT:

Risk management is an integral part of the Company's business process. With the help of experts in this field, risks are carefully mapped and a risk management framework is evolved. Pertinent policies and methods are set forth to mitigate such risks. The Company has taken several measures at all its properties to beef up its security preparedness. In addition to the physical security measures, the Company has also taken adequate insurance cover to meet financial obligations which may arise from any untoward incidents.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a proper and adequate internal control system to ensure that all the assets are safe-guarded and protected against the loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance of management was the key word for the Company this year. Recruitment process has been strengthened to ensure higher competence levels. During the year, the Company successfully inducted people to meet the needs of the growing business, both from outside as well as through talent management and capability development initiatives aimed at development of existing employees. The employee strength is 110 as on 31st March, 2018.



INDEPENDENT AUDITOR'S REPORT

To the Members of Phoenix Township Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **PHOENIX TOWNSHIP LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of state of affairs (financial position), profit (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules thereunder.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

We conducted our audit of the Ind AS financial statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, of the state of affairs of the Company as at 31st March, 2018 and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other matter

The corresponding figures of the audited standalone financial statements for the year ended 31st March 2017, was carried out and reported by M/s. Bhatte & Co., vide their unmodified audit report dated 26th May 2017, whose report has been furnished to us by the management and which has been relied upon by us for the purpose of our audit of the standalone financial statements. Our audit report is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. 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 purposes 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, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules thereunder;
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”;
 - 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:
 - (a) The Company does not have any pending litigations therefore no impact on its financial position in its IndAS financial statement.
 - (b) The Company does not have long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
2. 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 “Annexure B” hereto, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Chaturvedi Sohan & Co.
Chartered Accountants
Firm Registration No.:118424W

Name: Devanand Chaturvedi
Partner
Membership No.:41898
Date: 30th May, 2018

“Annexure A” to the Independent Auditor's Report of even date on the Financial Statements of PHOENIX TOWNSHIP LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018 we have audited the internal financial controls over financial reporting of **PHOENIX TOWNSHIP LIMITED**. (“the Company”) which is a Company incorporated in India, as of 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 The 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 judgment, 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2018, 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.

For Chaturvedi Sohan & Co.
Chartered Accountant
Firm Registration No.:118424W

Sd/-

Name: Devanand Chaturvedi
Partner
Membership No.:41898
Place : Mumbai
Date : 30th May, 2018



“Annexure B” to the Independent Auditor's Report of even date on the Financial Statements of PHOENIX TOWNSHIP LIMITED.

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals. The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified.
- 6) In pursuant to the rules made by the Central Government of India the company is requested to maintain cost records as specified under section 148(1) of the act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not however made a detailed examination of the records with a view to determine whether they are accurate or complete
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, the dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at balance sheet date.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the



information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) 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 Chaturvedi Sohan & Co.
Chartered Accountant
Firm Registration No.:118424W

Sd/-

Name: Devanand Chaturvedi
Partner
Membership No.:41898
Place: Mumbai
Date:30th May , 2018

Balance Sheet as at March 31st, 2018

(Rs. in Lacs)

Particulars	Notes	As at March 31 st , 2018	As at March 31 st , 2017	As at April 01 st , 2016
I. ASSETS				
I. Non-current assets				
Property, Plant and Equipment	2	2,352.80	2,455.01	2,469.98
Intangible Assets	3	39.21	49.01	49.01
Financial Assets				
Non Current Investments	4	94.98	94.98	94.98
Other financial assets	5	128.00	128.79	128.02
Other non-current assets	6	1,005.31	643.31	314.27
Total Non-current assets		3,620.30	3,371.10	3,056.26
II. Current Assets				
Inventories	7	11.68	11.26	16.71
Financial Assets				
Trade receivables	8	249.18	343.69	365.14
Current Investments	9	48.00	-	-
Cash and cash equivalent	10	19.38	18.46	51.40
Bank Balances other than cash & cash equivalent	11	11.09	12.47	12.47
Other Financial assets	12	-	-	-
Other Current assets	13	25.01	16.74	8.66
Total Current assets		364.34	402.63	354.38
Total Assets		3,984.64	3,773.73	3,410.64
II. EQUITY AND LIABILITIES				
EQUITY				
Share capital	14	2,168.09	2,168.09	2,168.09
Other Equity	15	235.72	172.94	121.25
		2,403.81	2,341.03	2,289.34
LIABILITIES				
Non-current liabilities				
Deferred tax liabilities (net)	16	146.43	142.74	163.45
Other financial borrowings	17	837.31	749.03	529.97
Total non-current liabilities		983.74	891.77	693.42
Current Liabilities				
Financial Liabilities				
Current Borrowings	18	145.18	79.21	76.24
Trade payables	19	294.47	211.56	168.70
Other current liabilities	20	94.38	189.04	148.39
Provisions	21	63.06	61.12	34.55
Total current liabilities		597.09	540.93	427.88
Total equity and liabilities		3,984.64	3,773.73	3,410.64

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

Chaturvedi Sohan & Co

Chartered Accountants

Firm Registration No : 118424W

For and on behalf of the Board

Sd/-
Devanand Chaturvedi
Partner
Membership No. 041898

Place: Mumbai
Date : 30th May, 2018

Sd/-
DR. P.R. Hede
Chairman
DIN No. : 00651441

Sd/-
Shubham A Agarwal
Chief Financial Officer

Sd/-
Samit Hede
Managing Director
DIN No. : 01411689

Sd/-
Kalpesh Joshi
Company Secretary



Statement of Profit and Loss
For the period Ended March 31st, 2018

(Rs. in Lacs)

Particulars	Note No.	Year ended March 31 st , 2018	Year ended March 31 st , 2017
INCOME			
Revenue from operations	22	1,780.45	1,453.33
Other income	23	31.23	37.10
Total income		1,811.68	1,490.43
EXPENSES			
Cost of Operations	24	546.03	375.84
Changes in inventories of finished goods, work in process and stock in trade	25	-	-
Employee benefits expense	26	304.38	280.78
Finance costs	27	62.06	52.63
Depreciation and amortisation expense	28	204.16	189.04
Other expenses	29	610.50	515.39
Total expenses		1,727.13	1,413.68
Profit / (Loss) before tax		84.55	76.75
Less : Tax expenses			
-Current tax		17.31	17.71
-Short / (excess) provision of earlier years		0.39	0.11
-Deferred tax		4.07	7.24
Total tax expense		21.77	25.06
Profit / (Loss) for the year		62.78	51.69
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of employee defined benefit obligation		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total comprehensive income for the year		62.78	51.69
Earnings per equity share	30		
Nominal value of share Rs. 10 : Basic		0.45	0.37
: Diluted		0.45	0.37

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No : 118424W

Sd/-
Devanand Chaturvedi
Partner
Membership No. 041898

Place: Mumbai
Date : 30th May, 2018

For and on behalf of the Board

Sd/-
DR. P.R. Hede
Chairman
DIN No. : 00651441

Sd/-
Shubham A. Agarwal
Chief Financial Officer

Sd/-
Samit Hede
Managing Director
DIN No. : 01411689

Sd/-
Kalpesh Joshi
Company Secretary



Cash Flow Statement
For the year Ended March 31st, 2018

	Year ended March 31 st , 2018	Year ended March 31 st , 2017
(Rs. in Lacs)		
Operating activities		
Net Profit / (Loss) before Tax	84.55	76.75
Adjustments to reconcile profit before tax to net cash inflow operation activities		
Finance Cost	62.06	52.63
Depreciation	204.16	189.04
Unrealised Income on Mutual Fund	-	-
Provision for Doubtful Debts	-	-
Interest Income	(1.19)	(2.13)
Loss / (Profit) on sale of non-current investments	-	-
Credit Balance Written Back (Net)	-	-
	349.58	316.29
Working capital adjustments:-		
(Increase) / Decrease in Inventories	(0.42)	(5.45)
(Increase) / Decrease in Other Loans and advances	0.79	(0.77)
(Increase) / Decrease in Other current assets	(370.27)	(337.12)
(Increase) / Decrease in Trade and other Receivables	94.51	78.55
(Increase) / Decrease in Provision	1.94	26.57
(Increase) / Decrease in Trade Payables	82.91	(42.86)
Increase / (Decrease) in Other Current Liabilities & Provisions	(94.65)	(40.65)
	64.39	(5.44)
Income taxes paid	-	-
Net cash flow from operating activities	64.39	(5.44)
Investing activities		
Purchase of proper, plant and equipment	(92.16.)	(174.07)
(Increase) / Decrease in fixed deposit	-	-
(Purchase) / Sale of Investments	(48.00)	-
Interest Income	(1.19)	(2.13)
Net cash flow used in investing activities	(141.35)	(176.20)
Financing activities		
Dividend Paid	-	-
Short Term Borrowings	138.56	201.33
Interest Paid	(62.06)	(52.63)
Net cash flow from financing activities	(76.50)	148.70
Increase in cash and cash equivalents	(0.46)	(32.94)
Cash and cash equivalents at the beginning of the year (Note 10)	30.93	63.87
Cash and cash equivalents at the end of the year (Note 10)	30.47	30.93

The accompanying notes are an integral part of this standalone financial statements

Note: The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

As per our report of even date attached

Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No : 118424W

Sd/-
Devanand Chaturvedi
Partner
Membership No. 041898

Place: Mumbai
Date : 30th May, 2018

For and on behalf of the Board

Sd/-
DR. P.R. Hede
Chairman
DIN No. : 00651441

Sd/-
Shubham A. Agrawal
Chief Financial Officer

Sd/-
Samit Hede
Managing Director
DIN No. : 01411689

Sd/-
Kalpesh Joshi
Company Secretary



PHOENIX TOWNSHIP LIMITED

Accompanying notes to the financial statements for the year ended 31st March 2018

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

I. Company Overview

PHOENIX TOWNSHIP LIMITED (the company) is a Public limited company incorporated on 10/02/1993 under the provisions of The Indian Companies Act, 1956 having Corporate Identity Number (CIN) L67190GA1993PLC001327. Its shares are listed in Bombay stock exchange. The Registered office is situated at Panjim in the state of Goa. The company is engaged in providing Services related to hotel business.

II. Significant accounting policies:

i) Basis of Preparation and Presentation:

The Financial Statements are prepared in accordance with Indian Accounting Standards (IndAS) notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act and Rules thereunder.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities measured at fair value

Authorisation of Financial Statements: The Financial Statements were authorized for issue in accordance with a resolution of the directors on 30th May 2018.

ii) Use of Estimates and Judgments:

The preparation of the financial statements of the Company in accordance with Indian Accounting Standards (Ind-AS) requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities at the date of the financial statements. These estimates are based upon management's best knowledge of current events and actions; however uncertainty about these assumptions and estimates could result in outcomes that may require adjustment to the carrying amounts of assets or liabilities in future periods. Appropriate revisions in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Revisions in estimates are recognized prospectively in the financial statements in the period in which the estimates are revised in any future periods affected.

iii) Fair Value Measurement:

The Company measures certain financial instruments at fair value at each reporting date.

Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial asset and liabilities.

The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

iv) Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Revenue in respect of export sales is recognised on shipment of products.

Interest income is recognized using Effective Interest Rate (EIR) method.

Dividend Income on Investments is accounted for when the right to receive the payment is established.

v) Inventories

Inventories of Raw Materials, Finished Goods, Semi-Finished Goods, Accessories & Packing Materials are valued at cost or net realizable value, whichever is lower. Goods in transit are valued at cost or net realizable value, whichever is lower. Cost comprises of all cost of purchases, cost of conversion and other costs incurred in bringing the inventory to their present location and conditions. Cost is arrived at on Weighted Average basis.

vi) Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any.

Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied and the carrying amount of old part is written off. All other repair and maintenance costs are recognised in the statement of comprehensive income as incurred.

vii) Intangible Assets

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible Assets are amortized on a systematic basis over its useful life on straight line basis and the amortization for each period will be recognized as an expense.

i) Computer Software is amortised on Straight Line



Method over a period of three years.

viii) Depreciation

Depreciation on Plant, Property and Equipment has been provided on the Written down Value method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

ix) Borrowing costs

Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit & Loss.

x) Taxes on Income

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a) Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- has a legally enforceable right to set off the

recognized amounts; and

- intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b) Deferred Income Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

xi) Leases

Lease payments under operating leases are recognized as an expense on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

For arrangements entered into prior to 1 April 2015, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

xii) Financial Assets

a) Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(i) Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are



subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.

(ii) Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through other comprehensive income if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in the Statement of Profit & Loss. Other net gains and losses are recognised in other comprehensive Income.

(iii) Debt instruments at Fair value through profit or loss (FVTPL)

Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.

(iv) Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI).

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

c) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments and equity instruments (measured at FVTPL) are recognised in the Statement of Profit & Loss. Accumulated gains or losses on equity instruments measured at FVOCI are never reclassified to the Statement of Profit & Loss.

d) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortised cost

Loss allowances on trade receivables are measured following the 'simplified approach' at an amount equal to the lifetime ECL at each reporting date. In respect of other financial assets measured at amortised cost, the loss allowance is measured at 12 month ECL for financial assets with low credit risk at the reporting date and there is a significant deterioration in the credit risk since initial recognition of the asset.

xiii) Financial Liabilities

a) Initial recognition and measurement

All financial liabilities are recognised initially at fair value net of transaction costs that are attributable to the respective liabilities.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial liabilities. The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

(i) Financial Liabilities at fair value through profit or loss (FVTPL)

A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.

(ii) Financial Liabilities measured at amortised cost

After initial recognition, financial liabilities other than those which are classified as fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method ("EIR").

Amortised cost is calculated by taking into account any



discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit & Loss.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit & Loss.

xiv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

xv) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

xvi) Financial guarantees

Financial guarantee contracts issued by the Corporation are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of the debt

instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the fair value initially recognised less cumulative amortisation.

xvii) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

xviii) Employee Benefits

Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period. Benefits such as salaries and wages, etc. and the paid or expected cost of the incentives / miscellaneous welfare compensations / bonus / ex-gratia are recognised in the period in which the employee renders the related service.

Long term employee benefits:

Defined Contribution plans:

Company's periodical makes contribution to several vital funds and employee benefits insurances schemes its cost has been charged to the Statement of Profit and Loss of the year where such contributions to the respective funds are due or on accrual basis.

Such contribution are to the Employee's Provident fund Scheme, 1952 govern by regional provident funds commissioner, Maharashtra whereby Company's employee are obligation towards pension and retirement benefits are covered

Defined benefit plans:

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in OCI are not to be subsequently



reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

xix) Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

xx) Foreign Currency Transactions:

a) Functional and Presentation Currency:

The Financial Statements are presented in Indian rupees which is the functional currency for the Company. All amounts have been rounded off to the nearest lakh, unless otherwise indicated. Hence, the figures already reported for all the quarters during the year might not add up to the year figures reported in this statement.

b) Transactions and Balances

- Transactions denominated in foreign currency are normally accounted for at the exchange rate prevailing at the time of transaction.
- Monetary assets and Liabilities in foreign currency transactions remaining unsettled at the end of the year are translated at the year-end rates and the corresponding effect is given to the statement of profit and loss.
- Exchange differences' arising on account of fluctuations in the rate of exchange is recognized in the statement of Profit & Loss.
- Exchange rate difference arising on account of conversion/translation of liabilities incurred for acquisition of Fixed Assets is recognized in the Statement of Profit & Loss.
- Non-monetary items are reported at the exchange rate at the date of transaction.

xxi) Impairment of Assets:

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

xxii) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Provisions are not discounted to 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.

xxiii) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the condensed standalone financial statements.

xxiv) Earnings per Share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares

xxv) Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current or non-current as per the Corporation's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act

xxvi) Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

xxvii) Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

The Company has identified its Managing Director as CODM which assesses the operational performance and position of the Company and makes strategic decisions.



Statement of Changes in Equity for the year ended March 31, 2018

(Rs. in Lacs)

EQUITY SHARE CAPITAL :	Balance as at 01 st April, 2016	Changes in equity share capital during the year	Balance as at 01 st April, 2017	Changes in equity share capital during the year	Balance as at 31 st March, 2018
Paid up Capital (Refer Note 17)	2,168.09	-	2,168.09	-	2,168.09

OTHER EQUITY :					
Particulars	Securities Premium Reserve	Capital reserves	Retained Earnings	Other Comprehensive Income	Total
Balance as at April 01, 2016	-	-	117.00	-	117.00
Profit / Loss for the year	-	-	51.69	-	51.69
Interim Dividend Paid	-	-	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-	-	-
Other Comprehensive Income :					
Remeasurements of net defined benefit plans	-	-	-	-	-
Balance as at 31st March, 2017	-	-	168.69	-	168.69
Profit / Loss for the year	-	-	62.78	-	62.78
Interim Dividend Paid	-	-	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-	-	-
Provision for final Dividend payable	-	-	-	-	-
Provision for Dividend Tax Paid on final Dividend payable	-	-	-	-	-
On issue during the year	-	-	-	-	-
Other Comprehensive Income :					
Remeasurements of net defined benefit plans	-	-	-	-	-
Balance as at 31st March, 2018	-	-	231.47	-	231.47

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

Chaturvedi Sohan & Co.
Chartered Accountants
Firm Registration No. : 118424W

Sd/-
Devanand Chaturvedi
Partner
Membership No. 041898

Place: Mumbai
Date : 30th May, 2018

For and on behalf of the Board

Sd/-
DR. P.R. Hede
Chairman
DIN No. : 00651441

Sd/-
Shubham A. Agarwal
Chief Financial Officer

Sd/-
Samit Hede
Managing Director
DIN No. : 01411689

Sd/-
Kalpesh Joshi
Company Secretary

NOTE 2 : Property, Plant and Equipment

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31st, 2017:

PARTICULARS	Land & Site Development	Building	Plant and machinaries	Computers Equipments	Office Equipments	Vehicle	Furniture & Fixtures	W.I.P.	Total
Deemed Cost as on April 01, 2016	641.95	1,486.14	365.50	30.42	7.82	65.62	204.78	54.50	2,856.73
Additions	-	16.88	41.47	1.00	3.44	-	86.64	24.64	174.07
Deletions	-	-	-	-	-	-	-	-	
Gross carrying value as of March 31 st , 2017	641.95	1,503.02	406.97	31.42	11.26	65.62	291.42	79.14	3,030.00
Accumulated depreciation as of April 01 st , 2016	-	184.31	126.89	20.70	0.71	12.12	42.02	-	386.75
Charge for the period	-	92.22	48.43	4.99	2.33	8.27	32.80	-	189.04
Deduction / Adjustments during the period	-	-	-	-	-	-	-	-	-
Accumulated depreciation as of March 31 st , 2017	-	276.53	175.32	25.69	3.04	20.39	74.82	-	575.79
Carrying value as of March 31st, 2017	641.95	226.49	231.65	5.73	8.22	45.23	216.60	79.14	2,455.07



Following are the changes in the carrying value of property, plant and equipment for the year ended March 31st, 2018:

PARTICULARS	Land & Site Development	Building	Plant and machinaries	Computers Equipments	Office Equipments	Vehicle	Furniture & Fixtures	W.I.P.	Total
Gross carrying value as of April 01 st , 2017	641.95	1,503.02	406.97	31.42	11.26	65.62	291.42	79.14	3,030.80
Additions	-	30.65	10.03	1.74	3.00	12.53	116.19	-	174.14
Deletions	-	(0.06)	-	-	-	-	(2.78)	(79.14)	(81.98)
Gross carrying value as of March 31 st , 2018	641.95	1,533.61	417.00	33.16	14.26	78.15	404.83	-	3,122.96
Accumulated depreciation as of April 01 st , 2017	-	276.53	175.32	25.69	3.04	20.39	74.82	-	575.79
Depreciation	-	93.11	42.87	5.59	2.82	8.29	41.68	-	194.36
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-
Accumulated depreciation as of March 31 st , 2018	-	369.64	218.19	31.28	5.86	28.68	116.50	-	770.15
Carrying value as of March 31 st , 2018	641.95	1,163.97	198.81	1.88	8.40	49.47	288.33	-	2,352.80

Note :

For Property, Plant & Equipment existing as on the date of transition to IND - AS, the Company has used Indian GAAP carrying value as deemed cost



**NOTE 3 : Intangible assets**

Following are the changes in the carrying value of Intangible Assets for the year ended March 31st, 2017:

Particulars	Software
Deemed Cost as on April 01 st , 2016	49.01
Additions	-
Deletions	-
Gross carrying value as of March 31 st , 2017	49.01
Accumulated amortization as of April, 2016	-
Depreciation for the year	-
Deletions	-
Accumulated amortization as of March 31 st , 2017	-
Carrying value as of March 31 st , 2017	49.01

Following are the changes in the carrying value of Intangible Assets for the year ended March 31st, 2018:

Particulars	Software
Deemed Cost as on April 01 st , 2017	49.01
Additions	-
Deletions	-
Gross carrying value as of March 31 st , 2018	49.01
Accumulated amortization as of April, 2017	-
Depreciation for the year	9.80
Deletions	-
Accumulated amortization as of March 31 st , 2018	9.80
Carrying value as of March 31 st , 2018	39.21



Accompanying Notes To The Financial Statements
for the year ended 31.03.2018

Financial Assets**NOTE 4: Non Current Investments****(Rs. in Lacs)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Equity Share	0.64	0.64	0.64
Investment in Property	5.59	5.59	5.59
Investment with Trust	88.75	88.75	88.75
	94.98	94.98	94.98

NOTE 5: Other financial assets

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Lease Deposit	112.00	112.00	112.00
Deposit for Leased Apt/Staff Accomodation	-	0.79	-
Deposit on empty bottles	15.00	15.00	15.02
Deposit against Gas Supply	1.00	1.00	1.00
	128.00	128.79	128.02

NOTE 6 : Other non-current assets

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Staff Advances	0.11	0.26	0.81
Advances of ZFL	175.00	175.00	175.00
Other Advances	830.20	468.05	138.46
	1,005.31	643.31	314.27

NOTE 7 : Inventories**(Valued at lower of cost or Net Realisable Value)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Food & Beverages	6.76	5.23	5.54
Operating Supplies	2.81	3.09	7.48
Printing & Stationery	1.81	2.55	3.11
Engineering supplies	0.30	0.39	0.58
	11.68	11.26	16.71

**NOTE 8: Trade receivables**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Unsecured, Considered Good Less than 6 Month	130.79	107.70	28.75
Unsecured, Considered Doubtful Others	118.39	235.99	236.39
	249.18	343.69	265.14
Less : Provision for Doubtful Debts	-	-	-
	249.18	343.69	265.14
Current Portion	249.18	343.69	265.14

NOTE 9: Current Investments

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Unquoted Investments			
Investments in Mutual Funds at fair value through Profit and loss*			
Mutual Fund	48.00	-	-
	-	-	-
	48.00	-	-
Aggregate Value of Unquoted Investments	48.00	-	-

*Represents lien marked against various funded and non-funded banking facilities.

NOTE 10 : Cash and cash equivalents

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Balances with Banks in			
-Rupees Current Accounts	9.25	15.52	37.41
-Foreign Currency Current Accounts	-	-	-
Cash on Hand	10.13	2.94	13.99
	19.38	18.46	51.40

NOTE 11 : Bank balances other than cash & cash equivalents

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Fixed deposits with original maturity of more than 3 to 12 months #	11.09	12.47	12.47
Earmarked balances with banks			
Unpaid Dividend @	-	-	-
	11.09	12.47	12.47

Include accrued interest on bank deposits. lien marked against various funded and non-funded banking facilities.



NOTE 12 : Other financial assets
(Unsecured, Considered Good)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Security Deposit for Tender	-	-	-
Corporate Fixed Deposit	-	-	-
Advances recoverable in cash or kind or for the value to be received	-	-	-
	-	-	-

NOTE 13 : Other current assets

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
TCS Paid on Liquor Purchases	0.52	0.39	0.11
Prepaid Expenses	2.04	3.19	8.55
Service Tax / GST Input	22.45	13.16	-
	25.01	16.74	8.66

NOTE 14 : Share Capital

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Authorised			
202.00 lakhs Equity Shares of Rs. 10 each	2,020.00	2,020.00	2,020.00
78.00 lakhs Preferences Share of Rs. 10 each	780.00	780.00	780.00
	2,800.00	2,800.00	2,800.00
Issued, Subscribed and Fully Paid Up			
139.84 lakhs (31.03.2018 : 139.84 lakhs) Equity Shares of Rs. 10 each fully paid up	1398.43	1398.43	1389.43
76.97 lakhs Preference Shares of Rs. 10 each fully paid	769.66	769.66	769.66
	2,168.09	2,168.09	2,168.09

The Company issued Cumulative Redeemable Preference share @ 10/- each, which are redeemable after 6 years but before 15 years and will convert in Equity share only.

a) Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	No. in lakhs	Rs. in lakhs	No. in lakhs	Rs. in lakhs	No. in lakhs	Rs. in lakhs
Equity Shares						
Add: At the beginning of the year	139.84	1,398.43	139.84	1,398.43	139.84	1,398.43
Less: Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	139.84	1,398.43	139.84	1,398.43	139.84	1,398.43


b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders holding more than 5% shares in the company:

Particulars	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	No.	% holding	No.	% holding	No.	% holding
Dr. Prafulla Hede	2572303	18.39	2572303	18.39	2572303	18.39
Hede Consultancy Company Pvt. Ltd.	2242880	16.04	2242880	16.04	2242880	16.04
Hede Navigation Pvt. Ltd. (Formerly known as Jwala Investment & Trading Pvt. Ltd.)	3981307	28.47	3978307	28.45	3978307	28.45

d) Other Information
Note 15 : Other Equity

EQUITY SHARE CAPITAL :	Balance as at 01st April, 2016	Changes in equity share capital during the year	Balance as at 01st April, 2017	Changes in equity share capital during the year	Balance as at 01st April, 2018
Paid up Capital (Refer Note 17)	2,168.09	2,168.09	2,168.09	2,168.09	2,168.09

There are no bonus issued or buyback of equity shares during the period of 5 years immediately preceeding the reporting date.

OTHER EQUITY :	Reserves and Surplus				
	Securities Premium Reserve	Capital Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as at April 01, 2016	-	4.25	117.00	-	121.25
Profit/Loss for the year	-	-	51.69	-	51.69
Interim Dividend Paid	-	-	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-	-	-
Other Comprehensive Income :	-	-	-	-	-
Remeasurements of net defined benefit plans	-	-	-	-	-
Balance as at 31st March, 2017	-	4.25	168.69	-	172.94
Profit/Loss for the year	-	-	62.78	-	62.78
Interim Dividend Paid	-	-	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-	-	-
Provision for final Dividend payable	-	-	-	-	-
Provision for Dividend Tax Paid on final Dividend payable	-	-	-	-	-
On issue during the year	-	-	-	-	-
Other Comprehensive Income :	-	-	-	-	-
Remeasurements of net defined benefit plans	-	-	-	-	-
Balance as at 31st March, 2018	-	4.25	231.47	-	235.72



Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Securities Premium			
Balance at the beginning and end of the period	-	-	-
Other Reserves (Special Capital Incentive)			
Balance at the beginning and end of the period	-	-	-
Surplus / (deficit) in the statement of profit and loss			
Balance at the beginning of the period	168.69	117.00	72.61
Add: Profit / (loss) for the year	62.78	51.69	44.39
	231.47	168.69	117.00
Less :			
Interim Dividend Paid	-	-	-
Dividend Tax Paid on Interim Dividend	-	-	-
Provision for final Dividend payable	-	-	-
Provision for Dividend Tax Paid on final Dividend payable	-	-	-
Closing Balance	231.47	168.69	117.00
Total	231.47	168.69	117.00

Nature and Purpose of Reserves**Securities Premium Reserve**

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Capital Reserve

Capital reserve will be utilised in accordance with provision of the Act.

Retained Earnings

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

NON CURRENT LIABILITIES**Note 16 : Deferred tax liabilities (net)**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Deferred Tax Liabilities			
Excess of net block of fixed assets as per books of accounts over net block for tax purpose	146.43	142.74	165.95
Deferred Tax Assets			
Provision for Expenses	-	-	2.50
Remeasurements of net defined benefit plans	-	-	-
Net Deferred Tax liability (a-b)	146.43	142.74	163.45
Deferred Tax Change/(Credit) for the year	4.07	7.24	-

**NOTE 17 : Other Financial Borrowings****Note Current borrowing 17A**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Term Loan : From Bank & Other Financial Institutions			
EDC Ltd (Secured Against Equitable Mortgage of the Building, Landed Property and Building Situated at Candolim and Personal Guarantee of Directors)	203.20	263.20	329.20
HDFC Bank Ltd.(Commercial Equipment Loan- Powerica Ltd 250KVA DG Set)	5.72	8.64	-
Daimler Financial Services India Pvt. Ltd. (Hypothecation of Motor Car)	14.35	18.39	22.00
Vehicle Loan (Secured Against Car)	15.00	-	-
	238.27	290.23	351.20

NOTE 17 B : Other Financial Borrowings

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Un-Secured Loan			
From Directors & Others	594.70	445.33	164.85
Others			
Time Share Money	4.34	13.47	13.92
	599.04	458.80	178.77
Total (17A+17B)	837.31	749.03	529.97

NOTE 18 : Current Borrowings

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Term Loan : From Bank & Other Financial Institutions			
EDC Ltd (Secured Against Equitable Mortgage of the Building, Landed Property and Building Situated at Candolim and Personal Guarantee of Directors)	60.00	60.00	60.00
Interest Accrued and due on Term Loan	8.26	-	-
HDFC Bank Ltd.(Commercial Equipment Loan- Powerica Ltd 250KVA DG Set)	4.18	4.18	-
Daimler Financial Services India Pvt. Ltd. (Hypothecation of Motor Car)	6.67	6.67	6.67
Working capital loans from banks			
Secured			
Working Capital Assistance Loan from Banks	66.07	8.36	9.57
Working Capital in Foreign Currency for Pre and Post Shipment	-	-	-
	145.18	79.21	76.24

Notes on Borrowing

Rate of interest on Cash Credit Loan is MCLR rate (as per last MCLR is 8.30% p.a.). The same is secured against the Receivable

**NOTE 19 : Trade payables**

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Current			
Trade payables	294.47	211.56	168.70
	294.47	211.56	168.70

The Company had sought confirmation from the vendors whether they fall in the category of Micro, Small and Medium Enterprises. In view of insufficient information from suppliers regarding their status the amount due to Micro, Small and Medium Enterprises can not be ascertained.

NOTE 20 : Other current liabilities

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Advance towards Compensation for use	14.06	43.61	45.06
Payments towards Cost of Soft Furnishing	2.13	6.61	6.83
Payments towards Legal Professional Fees.	3.84	11.90	12.29
Advance towards Customer Services	21.10	65.42	67.60
Security Deposit	2.30	-	-
Duties & Taxes	39.98	52.37	13.99
Other Liabilities	10.97	9.13	2.62
	94.38	189.04	148.39

NOTE 21 : Provisions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Provision for Tax	35.62	35.74	11.33
Provision for Expenses	27.44	25.38	23.22
	63.06	61.12	34.55

NOTES ON STATEMENT OF PROFIT & LOSS**NOTE 22 : Revenue from operations**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Revenue from operations		
Room Revenue	1,285.19	1,185.06
Food & Beverages	484.61	261.45
Other operating revenue		
Others	10.65	6.82
Gain on foreign exchange fluctuations (net)		
	1,780.45	1,453.33

**NOTE 23 : Other income**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Interest income on		
Bank deposits	1.19	2.13
Revenue from Shop Rental	1.99	1.77
Laundry Income	2.41	2.45
Foreign Exchange	0.47	0.95
Telephone, Fax Etc.	0.11	0.35
Revenue from Spa/Travel Desk	9.80	8.08
Miscellaneous Income	1.96	6.68
Agricultural Income	4.78	-
Scrap Sales	1.74	3.52
Banquet Rent	6.78	11.17
	31.23	37.10

NOTE 24 : Cost Operations

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Room Expenses	242.31	162.41
Food & Beverages	303.72	213.43
	546.03	375.84

NOTE 25 : Changes in inventories of finished goods, work in process and stock in trade

Particulars	As at 31.03.2018	As at 31.03.2017
Opening Stocks	-	-
-Work in Process	-	-
-Finished Goods	-	-
-Stock in trade	-	-
Less : Closing Stocks		
-Work in Process	-	-
-Finished Goods	-	-
-Stock in trade	-	-
-Goods in Transit	-	-
	-	-

NOTE 26 : Employee benefits expense

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Room Expenses	242.31	162.41
Salaries, wages & bonus	283.54	268.78
Directors' remuneration	19.00	12.00
Workmen & staff welfare	1.87	-
	304.38	280.78

**NOTE 27 : Finance costs**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Interest expenses	62.06	52.63
	62.06	52.63

NOTE 28 : Depreciation and amortisation expense

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Depreciation of Property, Plant & Equipment	194.36	189.04
Depreciation on Intangible Properties	9.80	-
	204.16	189.04

NOTE 29 : Other expenses

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Heat, Light & Power Expenses	131.66	122.51
Basic & Incentive Management Fees	15.54	8.93
Franchise Fees	85.80	59.57
Printing & Stationary	0.77	1.18
Legal & Professional Fees	31.40	19.25
Admn., Selling & Other Exp.	21.21	19.34
Postage, Telex & Telephones	0.54	1.55
Miscellaneous Exp.	0.36	0.13
Bank Charges	5.46	6.76
Lease Rent	3.10	1.90
Audit Fees	1.00	1.00
Business Promotion Expenses	19.08	8.95
Telephone. Fax Expenses	1.54	3.85
Travelling & Desk Expenses	27.25	8.93
Repairs & Maintenance	183.57	177.60
Swaccha Bharat Cess	-	1.70
Meeting Exp.	0.80	0.88
Commission & Brokerges	13.60	12.21
Advertisement Expenses	6.42	3.84
Insurance Charges	-	0.91
Sitting Fees	1.50	1.20
Freight & Handling	0.66	0.95
General Expenses	1.28	5.98
Spa and Parlor Exp	5.84	5.28
Incentive Management Fees	50.61	40.61
Prior Period Exp	1.50	0.36
	610.50	515.39

**Payment to Auditor**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Audit Fees	1.00	1.00
Certification	-	-
Others	-	-
	1.00	1.00

NOTE 30 : Earnings per equity share

In accordance with Indian Accounting Standard 33 - Earning Per Share, the computation of earning per share is set below:

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
i) Weighted average number of Equity Shares of Re. 10 each		
a) Number of shares at the beginning of the year	139.84	139.84
b) Number of shares at the end of the period	139.84	139.84
c) Weighted average number of shares outstanding during the year	139.84	139.84
ii) Net Profit after tax available for equity shareholders	62.78	51.69
iii) Basic Earning Per Share	0.45	0.37
iv) Diluted Earning Per Share	0.45	0.37

Note : The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the Company remain the same.

NOTE 31 : Contingent Liabilities

Contingent Liabilities not provided for :	2017-2018	2016-2017	2015-2016
A) Guarantee given by Banks on behalf of the Company	10.97	12.47	12.47
B) Estimated amount of contracts remaining to be executed on capital account	-	-	-
C) Disputed demand of income Tax	-	-	-
D) Claims against the Company, not acknowledged as debt Company has made out of court settlement in respect of Trademark dispute, which were pending at different Courts in India. The said Legal cases were filled by the Company and counter cases were also filled by the litigant. Withdrawals of cases from courts are in process.	-	-	-

NOTE 32 : Operating Leases**A. Leases as lessee**

The Corporation enters into cancellable operating lease arrangements with one party. The lease rentals paid/received for the same are

i. Amounts recognised in profit or loss

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Lease Expenses	3.10	1.90
	3.10	1.90

Initial direct costs incurred on these leasing transactions have been recognised in the Profit and Loss Account.

**NOTE 33 : Segment Reporting**

(i) Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director Officer of the Company. The Company operates only in one Business Segment i.e. "Hotel Industry". All the business activity 10% or more of the total T/o of the company shall be stated in reportable Segments as per IndAS 108 "Operating Segments".

Nature of product or service	2017-18	2016-17
a. Hotel Operatins-Room Sales	1,285.19	1,185.06
b. Food & Beverages	484.61	261.45
Total	1,769.80	1,446.51

The Company operates in one segment i.e. Hoteliering and within one geographical segment i.e. India

NOTE 34 : Tax Expense**(a) Amounts recognised in Statement of Profit and Loss**

Particulars	2017-18	2016-17
Current tax expense		
Current year	17.31	17.71
Deferred tax expense		
Short/(excess) provision of earlier years	0.39	0
Origination and reversal of temporary differences	4.07	7.24
Tax expense recognised in the statement of profit and loss	21.77	25.06

(b) Amounts recognised in other comprehensive income

Particulars	2017-18			2016-17		
	Before tax	Tax (expense benefit)	Net of tax	Before tax	Tax (expense benefit)	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	-	-	-	-	-	-
		-	-	-	-	-

(c) Reconciliation of effective tax rate

Particulars	2017-18	2016-17
Profit before tax	84.55	76.75
Tax using the Company's domestic tax rate (Current year 34.608% and Previous Year 34.608%)	29.26	24.90
Tax effect of :		
Tax effect on non-deductible/ (Deductible) expenses (Net)	(7.49)	0.16
Tax expense as per Statement of Profit & Loss	21.77	25.06
Effective tax rate	25.75%	32.65%



Movement in deferred tax balances

Particulars	Net balance as at April 01 st , 2017	Recognised in profit or loss	Recognised in OCI	Net Balance as at March 31 st , 2018	Deferred tax liability	Deferred tax asset
Deferred tax (Asset) Liabilities						
Property, plant and equipment & Intangible assets	142.74	3.69	-	146.43	-	146.43
Actuarial gain or loss on defined benefit plan transferred to Other Comprehensive income	-	-	-	-	-	-
Expenses allowed for tax purpose that were part of profit & loss or vice versa	-	-	-	-	-	-
Deferred tax (Asset) Liabilities	142.74	3.69	-	146.43	-	146.43

Particulars	Net balance as at April 01 st , 2016	Recognised in profit or loss	Recognised in OCI	Net Balance as at March 31 st , 2017	Deferred tax liability	Deferred tax asset
Deferred tax (Asset) Liabilities						
Property, plant and equipment & Intangible assets	165.95	(23.21)	-	142.74	-	142.74
Actuarial gain or loss on defined benefit plan transferred to Other Comprehensive income	-	-	-	-	-	-
Expenses allowed for tax purpose that were part of profit & loss or vice versa	(2.50)	2.50	-	-	-	-
Deferred tax (Asset) Liabilities	163.45	(20.71)	-	142.74	-	142.74

NOTE 35 : Disclosures on Related party transactions

List of Related Parties and Relationships :

a) Key Management Personnel / Promoter Directors

Name of related party	Relation
Dr. P. R. Hede	Chairman
Mr. Samit Hede	Managing Director
Dr. P. R. Hede - Mine Owners & Exporters	Associate Firm
Colaba Real Estate Pvt. Ltd	Associate Company
Hede Navigation Pvt. Ltd. (Formerly known as Jwala Investment & Trading Pvt. Ltd.)	Associate Company
Glacier Trades Pvt. Ltd	Associate Company

b) Transaction with Key managerial Personnel and Related Parties

(Rs. in Lacs)

Particulars	Details	Year ended 31.03.2018	Year ended 31.03.2017
Mr. Samit Hede	Director Remuneration	19.00	12.00

**NOTE 36 : Other Disclosures pursuant to Schedule III**

1. Travelling expenses includes Rs. 14.00 Lacs (previous year Rs. 06.52 Lacs) spent on Foreign Travel.

2. Earnings & Outflow in foreign currency (on accrual basis) :-

Particulars	Year Ended 31 st March 2018	Year Ended 31 st March 2017
	Amt. in Lacs	Amt. in Lacs
EARNINGS		
Earnings in Foreign Currency	564.48	436.95
TOTAL EARNINGS	564.48	436.95

NOTE 37 : Financial instruments - Fair values and risk management**A. Accounting classification and fair values**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Rs. in Lacs)

Financial Asset & Liabilities as at 31 st March 2018	Non Current	Current	Total	Routed through Profit & Loss				Routed through OCI				Carried at Amortised Cost				Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
Financial assets																
Investments																
- Mutual funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Assets																
Security Deposits	112.00	-	112.00				-				-			112.00	112.00	112.00
Trade receivables		249.18	249.18				-				-			249.18	249.18	249.18
Cash and cash equivalents		19.38	19.38				-				-			19.38	19.38	19.38
Bank Balances other than cash & cash equivalents		11.09	11.09				-				-			11.09	11.09	11.09
Other Advances		-	-				-				-			-	-	-
	112.00	279.65	391.65	-	-	-	-	-	-	-	-	-	-	391.65	391.65	391.65
Financial Liabilities																
Borrowings	-	66.07					-				-			66.07	66.07	66.07
Other Financial Liabilities	-	821.42	821.42				-				-			821.42	821.42	821.42
Trade Payable		294.17	294.17				-				-			294.17	294.17	294.17
	-	1,276.96	1,276.96	-	-	-	-	-	-	-	-	-	-	1,276.96	1,276.96	1,276.96



(Rs. in Lacs)

Financial Asset & Liabilities as at 31 st March 2017	Non Current	Current	Total	Routed through Profit & Loss				Routed through OCI				Carried at Amortised Cost				Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
Financial assets																
Investments																
- Mutual funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Assets																
Security Deposits	112.00	-	112.00				-				-			112.00	112.00	112.00
Trade receivables		343.69	343.69				-				-			343.69	343.69	343.69
Cash and cash equivalents		18.46	18.46				-				-			18.46	18.46	18.46
Bank Balances other than cash & cash equivalents		12.47	12.47				-				-			12.47	12.47	12.47
Other Advances		-	-				-				-			-	-	-
	112.00	374.62	486.62	-	-	-	-	-	-	-	-	-	-	486.62	486.62	486.62
Financial Liabilities																
Borrowings	-	8.36	8.36				-				-			8.36	8.36	8.36
Other Financial Liabilities	-	819.88	819.88				-				-			819.88	819.88	819.88
Trade Payable	-	211.56	211.56				-				-			211.56	211.56	211.56
	-	1,039.80	1,039.80	-	-	-	-	-	-	-	-	-	-	1,039.80	1,039.80	1,039.80

(Rs. in Lacs)

Financial Asset & Liabilities as at 01 st April 2016	Non Current	Current	Total	Routed through Profit & Loss				Routed through OCI				Carried at Amortised Cost				Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
Financial assets																
Investments																
- Equity instruments	-	-	-	-	-	-	-	-	-	-	-	0	0	0	-	-
- Mutual funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Assets																
Security Deposits	112.00	-	112.00				-				-			112.00	112.00	112.00
Trade receivables		265.14	265.14				-				-			265.14	265.14	265.14
Cash and cash equivalents		51.40	51.40				-				-			51.40	51.40	51.40
Bank Balances other than cash & cash equivalents		12.47	12.47				-				-			12.47	12.47	12.47
Other Advances		-	-				-				-			-	-	-
	112.00	329.01	441.01	-	-	-	-	-	-	-	-	-	-	441.04	441.04	441.04
Financial Liabilities																
Borrowings	-	9.57	9.57				-				-			9.57	9.57	9.57
Other Financial Liabilities	-	596.64	596.64				-				-			596.64	596.64	596.64
Trade Payable	-	168.70	168.70				-				-			168.70	168.70	168.70
	-	774.91	774.91	-	-	-	-	-	-	-	-	-	-	774.91	774.91	774.91

**B. Measurement of fair values**

Valuation techniques and significant unobservable inputs

The Fair Value of the Financial Assets & Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, for financial instruments measured at fair value in the statement of financial position, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Non current financial assets and liabilities measured at amortised cost	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.

NOTE 37 : Financial instruments - Fair values and risk management (continued)**Market risk**

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

Currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in U.S. dollars. The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at March 31, 2018, March 31, 2017 and April 1, 2016 are as below:

(Foreign Currency in lacs)

31 st March, 2018	USD	In Rs
Financial assets		
Trade receivables	-	-
Net exposure for assets	-	-
Financial liabilities		
Foreign Currency Borrowings (Including Current Maturities)	-	-
Net exposure for liabilities	-	-
Net exposure (Assets - Liabilities)	-	-

31 st March, 2017	USD	In Rs
Financial assets		
Trade receivables	-	-
Net exposure for assets	-	-
Financial liabilities		
Foreign Currency Borrowings (Including Current Maturities)	-	-
Net exposure for liabilities	-	-
Net exposure (Assets - Liabilities)	-	-



(Foreign Currency in lacs)

01 st April 2016	USD	In Rs
Financial assets		
Trade receivables	-	-
Net exposure for assets	-	-
Financial liabilities		
Foreign Currency Borrowings (Including Current Maturities)	-	-
Net exposure for liabilities	-	-
Net exposure (Assets - Liabilities)	-	-

Sensitivity Analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against US dollars at 31st March would have affected the measurement of financial instruments denominated in US dollars and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. In cases where the related foreign exchange fluctuation is capitalised to fixed assets or recognised directly in reserves, the impact indicated below may affect the Company's income statement over the remaining life of the related fixed assets or the remaining tenure of the borrowing respectively.

Effect in INR (before tax)	Profit or loss	
	Strengthening	Weakening
For the year ended 31st March, 2018		
5% movement		
USD	-	-
INR	-	-
	-	-

Effect in INR (before tax)	Profit or loss	
	Strengthening	Weakening
For the year ended 31st March, 2017		
5% movement		
USD	-	-
	-	-

(b) Particulars of hedged and unhedged foreign currency exposures at the reporting dateAs at 31st March 2018

(Foreign Currency in lacs)

Particulars	USD	INR
Trade Receivables	-	-
Less : Foreign currency forward contracts (Sell)	-	-
Unhedged Receivable	-	-
Trade Payables	-	-
Less : Foreign currency forward contracts (Buy)	-	-
Unhedged Payable	-	-

As at 31st March 2017

(Foreign Currency in lacs)

Particulars	USD	INR
Trade Receivables	-	-
Less : Foreign currency forward contracts (Sell)	-	-
Unhedged Receivable	-	-
Borrowings	-	-
Less : Foreign currency forward contracts (Buy)	-	-
Unhedged Payable	-	-

As at 31st March 2016

(Foreign Currency in lacs)

Particulars	USD	INR
Trade Receivables	-	-
Less : Foreign currency forward contracts (Sell)	-	-
Unhedged Receivable	-	-
Borrowings	-	-
Less : Foreign currency forward contracts (Buy)	-	-
Unhedged Payable	-	-

NOTE 37 : Financial instruments - Fair values and risk management (continued)**Financial Risk Management****Risk management framework**

A wide range of risks may affect the Company's business and operational / financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade receivables

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The history of trade receivables shows a negligible provision for bad and doubtful debts. Therefore, the Company does not expect any material risk on account of non performance by any of the counterparties.

**NOTE 37 : Financial instruments - Fair values and risk management (continued)****Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

Exposure to interest rate risk

Company's interest rate risk arises primarily from borrowings. The interest rate profile of the Company's interest-bearing financial instruments is as follows.

(Rs. in Lacs)

	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Borrowing bearing variables interest rate	66.07	8.36	9.57
Total of Variable Rate Financial Liabilities	66.07	8.36	9.57

Cash flow sensitivity analysis for variable-rate instruments

The sensitivity analysis below have been determined based on the exposure to interest rates for financial instruments at the end of the reporting year and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates :

Cash flow sensitivity analysis (net)**Profit or loss**

INR	50 bp increase	50 bp decrease
31st March 2018		
Variable-rate loan instruments	(0.33)	0.33
Cash flow sensitivity (net)	(0.33)	0.33
31st March 2017		
Variable-rate loan instruments	(0.33)	(0.04)
Cash flow sensitivity (net)	(0.33)	(0.04)
31st March 2016		
Variable-rate loan instruments	(0.05)	0.05
Cash flow sensitivity (net)	(0.05)	0.05

Other price risk

The Company invests its surplus funds in various Equity and debt instruments . These comprise of mainly liquid schemes of mutual funds (liquid investments), Equity shares, Debentures and fixed deposits. This investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

**NOTE 37 : Financial instruments - Fair values and risk management (continued)****Liquidity risk**

Liquidity is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the contractual maturities of significant financial liabilities :

Maturity Analysis of Significant Financial Liabilities**(Rs. In Lacs)**

31st March 2018	Total	Upto 1 year	1-5 years	More than 5 years
Current Borrowings	66.07	66.07	-	-
Trade and other payables	294.47	294.47	-	-
Other Financial Liabilities (Current & Non Current)	916.42	916.42	-	-
31st March 2017	Total	Upto 1 year	1-5 years	More than 5 years
Current Borrowings	8.36	8.36	-	-
Trade and other payables	211.56	211.56	-	-
Other Financial Liabilities (Current & Non Current)	819.88	819.88	-	-
01st April 2016	Total	Upto 1 year	1-5 years	More than 5 years
Current Borrowings	9.57	9.57	-	-
Trade and other payables	168.70	168.70	-	-
Other Financial Liabilities (Current & Non Current)	596.64	596.64	-	-

NOTE 38 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The aim to maintain an optimal capital structure and minimise cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Company monitors its capital using the gearing ratio which is total debt divided by total capital plus total debt.

(Rs. In Lacs)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Total Debt	383.45	369.44	427.44
Total Equity	2,411.43	2,341.03	2,289.34
Total debt to equity ratio (Gearing ratio)	0.16	0.16	0.19

**NOTE 39 : Transition to Ind AS :**

These are the Company's first financial statements prepared in accordance with Ind AS. The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

The Significant Accounting Policies set out in Note No.1 have been applied in preparing the financial statements for the year ended March 31st, 2018, March 31st, 2017 and the opening Ind As Balance sheet on the date of transition i.e. April 01st, 2016.

In preparing its Ind AS Balance sheet as at April 01st, 2016 and in presenting the comparative information for the year ended March 31st, 2017, the Company has adjusted amounts previously reported in the financial statements prepared in accordance Previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with Previous GAAP, and how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

I) Explanation of transition to Ind AS

In preparing the financial statement, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

Property, Plant and Equipment and Intangible Assets exemption:

The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (April 01st, 2016).

Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.



Notes to standalone financial statements
for the year ended 31.03.2018

NOTE 39: Transition to Ind AS :

II) Reconciliation of Balance sheet as at April 01", 2016 and March 31", 2017

(Rs. in Lacs)

Particulars	Reference Note No.	As at 31.03.2017 (IND AS) (Regrouped IGAAP)	IND AS Adjustments	As at 31.03.2017 (IND AS)	As at 01.04.2016 (IND AS) (Regrouped IGAAP)	IND AS Adjustments	As at 01.04.2016 (IND AS)
ASSETS							
Non-current assets							
Property, Plant and Equipment	-	2,455.01	-	2,455.01	2,469.98	-	2,469.98
Intangible assets	-	49.01	-	49.01	49.01	-	49.01
Financial Assets							
Non - Current Investments		94.98	-	94.98	94.98	-	94.98
Other Financial Assets		128.79	-	128.79	128.02	-	128.02
Deferred tax assets (net)	-	-	-	-	-	-	-
Other Non Current Assets		643.31	-	643.31	314.27	-	314.27
Total Non - Current Assets		3,371.10	-	3,371.10	3,056.26	-	3,056.26
Current assets							
Inventories		11.26	-	11.26	16.71	-	16.71
Financial Assets							
Current Investments		-	-	-	-	-	-
Trade receivables		343.69	-	343.69	265.14	-	265.14
Cash and Cash Equivalents		18.46	-	8.46	51.40	-	51.40
Bank Balances other than Cash and Cash Equivalents		12.47	-	12.47	12.47	-	12.47
Loans		-	-	-	-	-	-
Other Current Assets		16.74	-	16.74	8.66	-	8.66
Total Current Assets		402.63	-	402.63	354.38	-	354.38
TOTAL ASSETS		3,773.73	-	3,773.73	3,410.64	-	3,410.64
EQUITY AND LIABILITIES							
Equity							
Equity Share Capital		2,168.09	-	2,168.09	2,168.09	-	2,168.09
Other Equity	1.2	172.94	-	172.94	121.25	-	121.25
Total Equity		2,341.03	-	2,341.03	2,289.34	-	2,289.34
Liabilities							
Non-current liabilities							
Financial Liabilities							
Deferred tax liabilities	2	142.74	-	142.74	163.45	-	163.45
Provisions		61.12	-	61.12	34.55	-	34.55
Total Non - Current Liabilities		203.86	-	203.56	198.00	-	198.00
Current Liabilities							
Financial Liabilities							
Current Borrowings		8.36	-	8.36	9.57	-	9.57
Trade Payable		211.56	-	211.56	168.70	-	168.70
Other Financial Liabilities	1	819.88	-	819.88	596.64	-	596.64
Other current liabilities		189.04	-	189.04	148.39	-	148.39
Current Liabilities (Net)		-	-	-	-	-	-
Total Current Liabilities		1,228.84	-	1,228.84	923.30	-	924.30
TOTAL EQUITY AND LIABILITIES		3,773.73	-	3,773.73	3,410.64	-	3,411.64

III) Reconciliation of Statement of Profit and Loss for the year ended March 31st, 2017

(Rs. in Lacs)

Particulars	Reference Note No.	Year ended 31.03.2017 (Regrouped IGAAP)	IND AS Adjustments	Year ended 31.03.2017 (IND AS)
Income				
Revenue from Operations		1,453.33		1,453.33
Other Income		37.10	-	37.10
Total Income		1,490.43	-	1,490.43
Expenses :				
Cost of Materials Consumed		375.84	-	375.84
Changes in inventories of finished goods, stock in trade and work-in-progress		-	-	-
Employee Benefit Expenses	3	280.78	-	280.78
Finance Costs		52.63	-	52.63
Depreciation and Amortisation Expenses		189.04	-	189.04
Other Expenses		515.39	-	515.39
Total expenses		1,413.68	-	1,413.68
Profit before Tax		76.75		76.75
Tax Expenses				
(1) Current tax		17.82		17.82
(3) Deferred tax Charge / (Credit)		7.24		7.24
(4) Income Tax for earlier years				
Profit after tax		51.69	-	51.69
Other Comprehensive Income (net of tax)				
A. Items that will not be reclassified to Profit or loss				
- Remeasurements of Defined Benefit Plans				
[Net of Deferred tax amounting to Rs. 1,74,721/- (P.Y. Rs. 8,30,251/-)]	3	-	-	-
Total Comprehensive Income for the year		51.69	-	51.69

IV) On account of transition to Ind AS, there is no material adjustment to the Statement of Cash Flows for the year ended March 31st, 2017.

V) Reconciliation of Equity as on March 31st, 2017 & April 01st, 2016

Particulars	As at 31.03.2017	As at 01.04.2016
Total Equity (Shareholder's funds) as per previous GAAP	2,168.09	2,168.09
Adjustment to restate to Ind AS		
Reversal of proposed dividend and recognition in the year of declaration and payment	-	-
Total Impact	-	-
Total Equity as per Ind AS	2,168.09	2,168.09

**VI) Reconcillation of Profit or Loss for the year ended March 31st, 2017.**

(Rs. in Lacs)

Particulars	Year ended 31.03.2017
Profit and Loss as per Previous GAAP	76.75
Adjustment to restate to Ind AS	
Actuarial gain or loss on defined benefit plan transferred to Other Comprehensive Income	-
Deferred tax impact on above adjustments	-
Net Profit (as per Ind AS)	76.75
Other Comprehensive Income	
Actuarial gain or loss on defined benefit plan transferred from profit and loss	-
Total Comprehensive Income / (Loss)	76.75

VII) Notes to reconciliations :-**Note 1: Proposed Dividend**

Under the previous GAAP, proposed dividend including corporate dividend tax (CDT), are recognised as liability in the period to which they relate, irrespective of when they are declared. Under Ind AS, proposed dividend is recognised as liability in the period in which it is declared by the Company, usually when approved by the shareholders in a general meeting, or paid.

Note 2 : Deferred taxes

Deferred tax have been recognised on the adjustments made on transition to Ind AS as specified above.

Note 3: Remeasurements of defined benefit liabilities

Under Ind AS, actuarial gains and losses are recognised in the OCI as compared to being recognised in the Statement of Profit and Loss under the previous GAAP.

Note 4 : Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, Indian GAAP statement of profit and loss is reconciled with statement of profit and loss as per Ind AS.

Additional Notes to the Financial statement:-

1. The Company operates in one segment i.e. Hoteliering and within one geographical segment i.e. India.
2. Previous Year's figures have been regrouped / reclassified wherever necessary to correspond with the current years classification/disclosure

3. First Time Adoption of Ind AS

The Company has prepared the opening balance sheet as per Ind AS as of 01st April, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

As per our report of even date attached

Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No : 118424W

Sd/-
Devanand Chaturvedi
Partner
Membership No. 041898

Place: Mumbai
Date : 30th May, 2018

For and on behalf of the Board

Sd/-
DR. P.R. Hede
Chairman
DIN No. : 00651441

Sd/-
Shubham A. Agrawal
Chief Financial Officer

Sd/-
Samit Hede
Managing Director
DIN No. : 01411689

Sd/-
Kalpesh Joshi
Company Secretary



Phoenix Township Limited

Registered Office: Durga Bhavan, Hede Centre, Tonca, Panaji, Goa - 403 001.

Corp. Office: Balaji Bhavan, 2nd Floor, 14 BEST Marg, Colaba, Mumbai - 400 001.

CIN- U67190GA1993PLC001327 Website: www.hbgindia.com Tel No.022-6159 0900

ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Regd. Folio No.: _____

DP ID*: _____

No. of Shares held: _____

Client ID*: _____

Full Name of the Member (in Block Letters): _____

Name of the Proxy: _____

(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the TWENTY FIFTH ANNUAL GENERAL MEETING of the Company on 06th day, August, 2018 at 3:00 p.m. at the Phoenix Park Inn Resort, Sequera Vado, Candolim, Goa - 403 515.

Members / Proxy's Signature

(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting.



Phoenix Township Limited

Registered Office: Durga Bhavan, Hede Centre, Tonca, Panaji, Goa - 403 001.
 Corp. Office: Balaji Bhavan, 2nd Floor, 14 BEST Marg, Colaba, Mumbai - 400 001.
 CIN- U67190GA1993PLC001327 Website: www.hbgindia.com Tel No.022-6159 0900

PROXY FORM - MGT - 11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: U67190GA1993PLC001327

Name of the Company: PHOENIX TOWNSHIP LIMITED

Registered Office: Durga Bhavan, Hede Centre, Tonca, Panaji, Goa - 403 001, India

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 mentioned company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him/her

2. Name:

Address:

E-mail Id:

Signature:, or failing him/her

3. Name:

Address:

E-mail Id:

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty-Fifth Annual General Meeting of the Company to be held on 06th day, August, 2018 at 3.00 p.m. at Phoenix Park Inn Resort, Sequera Vado, Candolim, Goa - 403 515 and at any adjournment thereof, in respect of such resolutions as are indicated below:

ORDINARY RESOLUTION

Resolution No. 1: Adoption of Audited Financial Statements for the financial year ended March 31st, 2018 together with reports of the Auditors and Board of Directors thereon.

Resolution No. 2: To appoint a Director in place of Mr. Paul David Talbot Willcox (holding DIN 01862872), who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution No. 3: To ratify the appointment of M/s. Chaturvedi Sohan & Co., Chartered Accountants, Mumbai having ICAI firm Registration No. 118424W as statutory auditor of the company.

SPECIAL RESOLUTION

Resolution No. 4: To Appoint Mrs. Shibane M. Haralka (DIN: 00507607) as a Director of the Company.

Resolution No. 5: To Appoint Mr. Ajit Warty (DIN: 00051463) as an Independent Director of the Company.

Resolution No. 6: To Appoint Mr. Kiran N. Talcherkar (DIN: 00393180) as an Independent Director of the Company.

Resolution No. 7: To continue the directorship of Dr. Prafulla R. Hede (DIN:00651441), Director of the Company, as a non-executive Director after attaining the age of seventy five years.

Resolution No. 8: To continue the directorship of Dr. Surendra Ambalal Dave (DIN: 00001480), an independent director of the company, as a non-executive director after attaining the age of seventy five years

Signed this day of, 2018

Signature of Shareholder (s)

Signature of Proxy Holder (s)



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



REGISTERED POST - COURIER

If undelivered, please return to :
PHOENIX TOWNSHIP LIMITED
Balaji Bhavan, 2nd Floor,
14, BEST Marg, Colaba,
Mumbai - 400 001.