



POLO HOTELS LIMITED

ANNUAL REPORT
2015-2016

OWNER OF
HOTEL NORTH PARK, PANCHKULA

Director	:	Sh. A.R. Dahiya, Chairman Sh. Amardeep Dahiya, Managing Director Sh. Devinder Singh Jain Sh. Gurmukh Singh Sh. Vikash Tibrewal Sh. Manbeer Choudhary Smt. Prem Dahiya
Auditors	:	M/s Ashwani K. Gupta & Associates Chartered Accountants H.No. 1044-A, Sector-2 Panchkula
Bankers	:	Allahabad Bank, Sector-11, Panchkula Religare Finvest Ltd., Chandigarh
Registered Office	:	Hotel North Park Village: Chowki, Sec-32, Panchkula (Haryana)
Hotel	:	Hotel North Park Near Ghaggar Bridge, Panchkula (Haryana)

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of the Company will be held on Monday, 26th September, 2016 at 10.00 A.M. at the Registered office of the Company held at Hotel North Park, Village Chowki, Post Office - Devi Nagar, Sector 32, Panchkula – 134108 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Amardeep Singh Dahiya (DIN 00468413), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Devender Jain (DIN 00205635) who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of Auditors 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 139 and all the applicable provisions, if any, of the Companies Act, 2013 and the Rules frame thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Ashwani K. Gupta & Associates, Chartered Accountant (Firm Registration No. FRN 003803N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty- Third AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESSES**5. TO APPOINT SH. AMARDEEP SINGH DAHIYA AS MANAGING DIRECTOR AND TO FIX HIS REMUNERATION**

To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorised Capital of the company as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) and subject to the requisite approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Sh. Amardeep Dahiya (holding DIN 00468413), as the “Managing Director” of the Company for a period of five years effective from 1st April, 2016, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Sh. Amardeep Dahiya.”

“FURTHER RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 Sh. Amardeep Dahiya, Managing Director of the company be paid the following remuneration w.e.f. 01.04.2016.”

- A. Salary : Rs. 1,00,000/- (Rs. One Lakh only) per month.
- B. Medical Reimbursement: Reimbursement of medical expenses incurred for the appointee and his family
- C. Club Fees : Fee of clubs subject to a maximum of two clubs provided however that entrance fee and life membership fee shall be paid personally by the Managing Director.
- D. Personal Accident Insurance : Premium for personal accident insurance upto Rs. 10000/- per annum.
- E. Leave Travel concession : First Class air passage for self, wife, dependent children and dependent parents of the appointee once in a year.
- F. Telephone: Provision of two telephone including mobile phones.
- G. Car : Chauffeur driven car for official use.

Other Perquisites

The appointee shall also be eligible to the following perquisites which shall not be included in the computation of ceiling on remuneration :

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service only If he remains in the service of the company for at least five years.
- c) Encashment of leave at the end of the tenure as per the rules of the company subject to a maximum of one month's salary for each year of completed services.

FURTHER RESOLVED THAT even in the case of inadequacy of profit or loss in any financial year, Sh. Amardeep Dahiya shall be paid the same remuneration as the minimum remuneration.

6. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.

To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorised Capital of the company as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 34,750,000 Equity shares of Rs. 10/- each and 52,50,000 Compulsory Convertible Preference Shares of Rs. 10/- each be and is hereby reclassified to Rs. 25,00,00,000/- (Rupees twenty five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Re. 10/- each and Rs. 15,00,00,000/- (Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Compulsory Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 40,00,00,000/- (Rupees Forty Crores only) . "

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Re. 10/- each and 1,50,00,000 (One Crore Fifty Lacs) Compulsory Convertible Preference Shares of Rs. 10/- each."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

7. TO APPROVE BORROWING OF INTEREST FREE UNSECURED LOAN FROM PROMOTERS CONVERTIBLE INTO EQUITY SHARES

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

"RESOLVED THAT pursuant to provisions of Section 62(3) & 42 of the Companies Act, 2013 or such other provisions as may be applicable and rules made thereunder, consent of the members be and is hereby accorded for raising of interest free unsecured loan from Mr. Amardeep Singh Dahiya and Mr. Abhey Ram Dahiya, Promoters of the Company to the extent of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) to be procured in one or more tranches till 31st March, 2017 and subsequently same be converted into 1,00,00,000 (One Crore Only) Compulsory Convertible Preference Shares (CCPS) of Rs.10/- each at Rs. 11.25/- per share before 31st March, 2017."

"RESOLVED FURTHER THAT aforestated 1,00,00,000 (One Crore Only) Compulsory Convertible Preference Shares (CCPS) of Rs.10/- each to be allotted upon conversion of the Loan in accordance with the terms above, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respect."

"RESOLVED FURTHER THAT any of the Directors of the company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the above resolution."

Registered Office:

Hotel North Park Village Chowki,
Near Ghaggar Bridge Sector-32,
Panchkula - 134109.

Date:- 20th August 2016
Place:- Panchkula.

**By order of the Board
For Polo Hotels Limited**

**Amardeep Dahiya
Managing Director
DIN 00468413**

**EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013****ITEM NO. 5. TO APPOINT SH. AMARDEEP SINGH DAHIYA AS MANAGING DIRECTOR AND TO FIX HIS REMUNERATION**

Sh. Amardeep Dahiya, is a Promoter Director of the company since 1999. He is 49 years of age. He is a commerce graduate and has done MBA from West Germany. He has been a Management Consultant for privatization of public sector companies in Slovenia for 5 years. Further he has been managing the overall affairs of the company under the superintendence of the Board of Directors of the company.

Since he is well versed with all the affairs of the company and rendering his services as Managing Director of the company since 30.07.2005, the Board of Directors at their meeting held on 30.05.2016 have appointed him as Managing Director of the company for a further period of 5 years w.e.f. 01.04.2016. He is also a member of the Shareholder/ Investor Grievance Committee of the Board of Directors of the Company.

The appointment of Sh. Amardeep Dahiya is appropriate and in the best interest of the Company.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Sh. Amardeep Dahiya as the Managing Director and the remuneration payable to him. The terms and conditions proposed (fixed by the Board of Directors at their meeting held on 30.05.2016) are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Managing Director.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

Since Sh. Amardeep Dahiya is Whole Time Managing Director and is devoting time to the company it is proposed to give him salary of Rs. 1,00,000/- per month, and other perks as under:

- a. Salary : Rs. 1,00,000/- (Rs. One Lakh Thousands only)
- b. Medical Reimbursement: Reimbursement of medical expenses incurred for the appointee and his family.
- c. Club Fees : Fee of clubs subject to a maximum of two clubs provided however that entrance fee and life membership fee shall be paid personally by the Managing Director.
- d. Personal Accident Insurance : Premium for personal accident insurance upto Rs. 10000/- per annum.
- e. Leave Travel concession : First Class air passage for self, wife, dependent children and dependent parents of the appointee once in a year.
- f. Telephone: Provision of two telephones including mobile phones.
- g. Car : Chauffeur driven car for official use.

Other Perquisites

The appointee shall also be eligible to the following perquisites which shall not be included in the computation of ceiling on remuneration :

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service only If he remains in the service of the company for at least five years.
- c) Encashment of leave at the end of the tenure as per the rules of the company subject to a maximum of one month's salary for each year of completed services.

Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Sh. Amardeep Dahiya remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Sh. Amardeep Dahiya.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for the approval of the Members.

Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the

Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

Sh. Amardeep Dahiya being the proposed appointee and Sh. A.R. Dahiya and Smt. Prem Lata Dahiya being the father and mother respectively of the proposed appointee are interested in the proposed resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract and memorandum under Section 302 of the Companies Act, 1956 and as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 6: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.

The present Authorised capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 34,750,000 Equity shares of Rs. 10/- each and 52,50,000 Compulsory Convertible Preference Shares of Rs. 10/- each.

A separate proposal for Preferential Issue of 1,00,00,000 (One Crore Only) Compulsory Convertible Preference Shares (CCPS) of Rs.10/- each has been submitted for the approval of Shareholders under item no. 6 of this Notice.

The Compulsory Convertible Preference Shares (CCPS) component of authorised capital is sought to be reclassified to enable this issue.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders.

On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause.

The Board of Directors recommends the passing of this Resolution by special resolution. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except Mr. Amardeep Singh Dahiya and Mr. Abhey Ram Dahiya, Promoters of the Company.

ITEM NO. 7:- TO APPROVE BORROWING OF INTEREST FREE UNSECURED LOAN FROM PROMOTERS CONVERTIBLE INTO COMPULSORY CONVERTIBLE PREFERENCE SHARES

To meet its business requirements, the Company is in urgent need of infusion of Funds, and is therefore proposing to raise interest free unsecured loan from Mr. Amardeep Singh Dahiya and Mr. Abhey Ram Dahiya, Promoters of the Company to the extent of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) to be procured in one or more tranches till 31st March, 2017.

As the Company neither has cash flows at this stage, nor having any interest payment oriented profit generation source, the company may not be able to redeem and repay the such interest free unsecured loan and thus it has requested Promoters to treat such infusion of funds as interest free unsecured loan and convert the same into Compulsory Convertible Preference Shares (CCPS) with the prior permission of shareholders.

As per the provisions of Section 62(3) of the Companies Act, 2013 the Company may convert loan into equity shares or any convertible instruments if the approval of members is taken by way of special resolution before raising such loan. Hence, the resolution for treating the advance as loan with an option to convert into Compulsory Convertible Preference Shares (CCPS) is proposed for your approval.

Accordingly the Company has requested in terms of provisions of section 48 of the Companies Act, 2013, Lenders have given their consent in writing to convert the same into 1,00,00,000 (One Crore Only) Compulsory Convertible Preference Shares (CCPS) of Rs.10/- each at Rs. 11.25/- per share before 31st March, 2017.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except Mr. Amardeep Singh Dahiya and Mr. Abhey Ram Dahiya, Promoters of the Company.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The Register of Members and Transfer Books of the Company will be closed from September 23, 2016 to September 26, 2016 (both days inclusive).
3. Members are requested to bring their copies of Annual Report and admission slip to the meeting.
4. Members are requested to notify to the company immediately change in their address, if any.
5. Members having any queries relating to the annual report are requested to write to the company at least seven days before the date of Annual General Meeting, so as to enable the Management to keep the information ready.
6. M/s LinkIntime India Pvt Ltd. 44, Community centre, 2nd Floor, Naraina Industrial Area, Phase-1, PVR Cinema New Delhi 110028 have been appointed as Demat Registrar and Share Transfer Agent of the Company.
7. The Notice of the AGM along with the Annual Report 2015-2016 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
8. To Support the Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with M/s Link Intime India Pvt. Ltd., / Depositories.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e- voting is / are deemed to have been passed as if they have been passed at the AGM.

**By order of the Board
For Polo Hotels Limited**

Registered Office:

Hotel North Park Village Chowki,
Near Ghaggar Bridge Sector-32,
Panchkula - 134109.

**Amardeep Dahiya
Managing Director
DIN 00468413**

Date:- 20th August 2016

Place:- Panchkula.

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

PARTICULARS	MR. AMARDEEP SINGH DAHIYA	MR. DEVENDER JAIN
Date of Birth	27.02.1967	10.02.1952
Date of Appointment	20.04.1999	30.01.2003
Qualifications	MBA	BSC (Engg)
Expertise in specific functional areas	Hotel Industry and Marketing	Business Administration
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1.ASD tobacco Pvt Ltd 2. Sarva Promotors and Developers Pvt Ltd 3. Sarva Educational Institution pvt ltd 4. S.A. Agro Farms Pvt Ltd	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	1.ASD tobacco Pvt Ltd 2. Sarva Promotors and Developers Pvt Ltd 3. Sarva Educational Institution pvt ltd 4. S.A. Agro Farms Pvt Ltd	Nil
Number of shares held in the company	24,34,791 as on 31.03.2016	7300/-

DIRECTORS REPORT

**To
The Members
Polo Hotels Limited.**

Your Directors have pleasure in submitting their 32nd Annual Report together with audited accounts for the year ended on 31st March, 2016.

Financial Results

PARTICULARS	Financial Year Ending on 31.03.2016 (Rs. In Lacs)	Financial Year Ending on 31.03.2015 (Rs. In Lacs)
Gross Income	119.64	7.18
Profit before Interest, Dep. & Tax	33.91	7.18
Interest	24.14	-
Profit/ (Loss) before Depreciation & Tax	9.77	4.62
Depreciation for the year	6.44	3.34
Net Profit/ (Loss) for the year	3.33	1.28
Provision for Tax	.68	.24
Net Profit/ (Loss) for the year	2.65	1.04
Loss brought forward	48.89	49.93
Total loss carried to balance sheet	46.24	48.89

TRANSFER TO RESERVES

The Company proposes to transfer Rs. 2.65 to the general reserve out of the amount available for appropriation

OPERATIONS

The company is running The Hotel North Park owned by the Company achieved turnover of Rs. 119.64/- Lakhs during the year and there was profit for Rs 3.33/- lakhs. Your directors are in hope for good turnover and good profits for the upcoming year.

FIXED DEPOSITS

We have not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The Company has not entered into Contracts or Arrangements with Related Parties and thus Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 are not appended to this Report of Directors.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provisions of Clause 49 of the Listing Agreement, the Management's discussion and analysis is set out in this Annual Report.

PARTICULARS OF EMPLOYEES

During the year under consideration and during this Financial Year, there are no employees in receipt of remuneration of Rs. 60 lakh or more, or employed for part of the year and in receipt of Rs. 5 lakh or more a month, as stated under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and thus no separate Statement is being annexed to the Board's report.

CORPORATE GOVERNANCE

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Polo Hotels Limited, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

During the Year under consideration, we continue to benchmark our corporate governance policies with its best. We also comply with the Securities and Exchange Board of India (SEBI)'s guidelines on corporate governance. We have documented our internal policies on corporate governance. Several aspects of the Regulations, such as the Whistleblower Policy and Code of Conduct and Ethics, have been incorporated into our policies. Our Corporate governance report for fiscal 2015 forms part of this Annual Report.

BOARD DIVERSITY

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage.

NUMBER OF MEETINGS OF THE BOARD

The Board met 4 (four) times during the financial year, the details of which are given in the Corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2015, the Board consists of 7 members, 4 (Four) of whom are Independent directors, and 3 (Three) are non-independent directors. The Board periodically evaluates the need for change in its composition and size.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

BOARD EVALUATION

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate governance report section in this Annual Report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

TRAINING OF INDEPENDENT DIRECTORS

Every new independent director of the Board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

RE-APPOINTMENTS

As per the provisions of the Companies Act 2013, Mr. Amardeep Singh Dahiya (DIN 00468413) retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

Sh. Amardeep Dahiya, Director of the company is managing the affairs of the company and rendering his services as Managing Director of the company since 30.07.2005. The Board of Directors of the company have appointed him as Managing Director of the company at their meeting held on 30.05.2016 for a further period of 5 years w.e.f. 01.04.2016 subject to approval of Shareholders at their forthcoming Annual General meeting. The remuneration of Sh. Amardeep Dahiya Managing Directors of the company has been recommended Rs. 1,00,000/- per months and other perks within the limit prescribed under Schedule XIII and other applicable provisions of Act Companies Act or any other applicable statute and subject to the approval of Shareholders at their forthcoming Annual General meeting.

The Board recommends the re-appointment of Mr. Amardeep Singh Dahiya (DIN 00468413).

As per the provisions of the Companies Act 2013, Mr. Devender Jain (DIN 00205635) retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

The Board recommends the re-appointment of Mr. Devender Jain (DIN 00205635).

COMMITTEES OF THE BOARD

Currently, the Board has 3 (Three) committees namely the audit committee, nomination and remuneration committee, and stakeholders relationship committee. All committees, except the corporate social responsibility committee, consist entirely of independent directors.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3) (C) OF THE COMPANIES ACT, 2013

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

There are no material departures from prescribed accounting standards in the adoption of these standards.

The directors confirm that :

- In preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The directors have prepared the annual accounts on a going concern basis.
- The directors have laid down internal financial controls, which are adequate and are operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement, the auditors' certificate on corporate governance is enclosed to the Board's report.

STATUTORY AUDITORS

M/s Ashwani K. Gupta & Associates, Chartered Accountant are the present auditors of the company. In terms of the provisions of Section 224 of the Companies Act, 1956, they would retire at the forthcoming 32nd Annual General Meeting of the company, Being eligible, they have offered themselves for re-appointment. The Board recommends their re-appointment as auditors of the company for the financial year 2016-17.

SECRETARIAL AUDITOR

Mrs. Sneha Kanitkar of Kanitkars & Associates, Practicing Company Secretaries, Mumbai was appointed to conduct the secretarial audit of the Company for the financial year 2015–16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2015–16 forms part of the Annual Report as to the Board's report.

Mrs. Sneha Kanitkar of Kanitkars & Associates, Practicing Company Secretaries, Mumbai are reappointed as Secretarial Auditor of the Company for the financial year 2016–17.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended to the Board's report.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

ENERGY, CONSERVATION AND TECHNOLOGY ABSORPTION

Not applicable, because the company is not a manufacturing company.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Nil, because your company has neither earned any foreign exchange nor it has incurred any expenditure in foreign exchange during the year under report.

ACKNOWLEDGMENTS

We thank our customers, vendors, investors and bankers for their continued support during the year. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support. We also thank all associated agencies for their support, and look forward to their continued support in the future.

By Order of the Board of Directors
For Polo Hotels Limited

Registered Office:

Hotel North Park Village Chowki,
Near Ghaggar Bridge Sector-32,
Panchkula - 134109.

Amardeep S. Dahiya
Managing Director
DIN 00468413

Abhey Ram Dahiya
Chairman
DIN 00205496

Date:- 20th August 2016

Place:- Panchkula.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(This Part to be reviewed and altered considering Current Market Analysis)

The trends in the Hotel and Hospitality industry in Panchkula are mixed. While on one overall size of the market has increased but competition has increased as one new hotel and several restaurant and banquet halls have come up in the territory. The increase in size of the market provides an opportunity while the competition is of course a threat and adequate measures for maintaining the clientele is required.

The company proposes to expand its business activities and venture into the entertainment and amusement business. For this purpose the company is planning to construct a Hotel & Hospital adjoining the Hotel North Park.

The company is holding Land 2.636 Acres adjoining the existing Hotel North Park of the company and the company has acquired the 4.145 Acres of Land from M/s ARD Reality Private Limited adjoining the existing land. Permission for change of land use for construction of a Hotel in the revenue estate of Village Chowki, District Panchkula adjoining the Hotel North Park has been granted for the land measuring 7208 sqmt. by the Director Town and Country Planning Haryana vide letter dated 18.08.2011.

The construction of new 3 Star Hotel on the above said Land has been started and is in full swing. The Hotel shall have the 100 rooms, restaurant, Bar, banquet Hall and all other modern facilities of hospitality. And this will create a great strength in the company.

Hospitality Industry Overview-

Travel & Tourism is an important economic activity in most countries around the world. With its backward and forward linkages with other sectors of the economy like transport, construction, handicrafts, manufacturing, horticulture, agriculture, etc., tourism has the potential to not only be the economy driver, but also become an effective tool for poverty alleviation and ensuring growth with equity.

Healthcare Industry Overview-

The health sector in India is characterized by a government sector that provides publicly financed and managed curative, preventive and promotive health services from primary to tertiary level throughout the country free of cost to the people and a fee-levying private sector that plays a dominant role in the provisioning of curative care.

Chandigarh 'Tri city' Micro Market Overview

Chandigarh Tri-City real estate market has witnessed unprecedented growth over the last few years. Within the last two years it has witnessed enormous development in relation to real estate in both commercial and residential segments. Chandigarh and the surrounding areas are becoming most important destination for the developers, investors and end users looking to invest in Tier II cities. Developers have launched their projects around the city in areas like Kharar, Zirakpur, Baddi, Dera Bassi, Panchkula and Mohali.

The residential sector is also showing a great amount of activity around the city. Demand for residential colonies is both investment and residential driven. Several residential blocks are coming up in the outskirts of the city. Major among these are sector grids of Mohali, Kharar Road and Zirakpur.

Projects like Parsvnath Greens in Dera Bassi, Parsvnath Royale in Panchkula, Uppal's Marble Arch in Mani Majra, Ansals Golf Links in Mohali, Omaxe Greens in Dera Bassi, Emaar MGF in Mohali are in various stages of development. These projects are coming in the suburban areas of Chandigarh due to land exhaustion in the city and very limited options with exorbitant prices.

Strategic Advantage of Tri City

- Mohali and Panchkula, along with Chandigarh the capital of Punjab and Haryana have a growing commercial market.
- The Tri city has wide public parks, vibrant markets and lakes, which contribute to the high standard of living in the region
- The tri city also enjoys the geographical advantage of being close to the National Capital Region (NCR)
- Tri-City is in close proximity with some of the beautiful hills like Kalka, Pinjore, Kasauli, Shimla, Chail, Morni, Nahan

Chandigarh Tri City Potential Business Market

- Highest per capita income – Thrice the national average
- Rank 1st In the Human Development Index of the country
- Ranked 7th in the list of top 50 centers for outsourcing in the world
- Ranked 7th in terms of FDI inflow into India's cities
- Chandigarh has four 5-star hotels- the Taj Chandigarh, Parkview, Mountview and JW Marriott has also recently opened. Apart from these, there are a number of smaller hotels of fair quality including Shivalik view, Hotel Piccadily, Sunbeam and Maya Palace.
- The hotels primarily cater to corporate clientele visiting Chandigarh and the neighboring Baddi Industrial Area. The primary sectors that make up the corporate clientele include Pharma, IT, Legal, Real Estate and Telecommunications. There has been a significant increase in the number of business travelers from the IT and Pharma sector over the last few years with Chandigarh being positioned as the next big IT city with a number of medical developments.
- With an international airport coming up at Mohali and major sports events such as those of Indian Premier League (IPL) taking place in the vicinity, the hospitality industry is euphoric and it is felt that the need for both budget and premium hotels is immense. Major hotel chains are moving in to tap the hospitality boom in Chandigarh. Carlson Hotels Worldwide Asia Pacific is setting up a hotel at Zirakpur, Sarovar Hotels, in synergy with James Plaza, is coming with James Park Plaza (five-star) which will come up adjacent to the existing Taj Chandigarh. Other big players from the hospitality sector, such as the Oberois and ITC have also shown interest in setting up hotels in Chandigarh.
- Though there are a number of planned hospitality developments in the vicinity of Panchkula. However, the hospitality industry in Panchkula is still in its nascent stage, with an absence of branded and quality hotels in the area.

Location of the Project

- i) The subject property is located in vicinity of Sector 2, 4, 6, 25, 26, etc., established residential hubs towards the north eastern suburbs of Panchkula city. Further, the subject property forms part of Devinagar-Chowki village micro market, located off Zirakpur-Shimla Highway (NH-22) and Panchkula-Dehradun Highway (NH-73) along the banks of River Ghaggar. It is located diagonally opposite Panchkula Technology Park Sector 22 (viz. proposed IT/ITes hub of Panchkula). The area in which the subject site is located is primarily characterized by residential activity, comprising of independent dwelling units as well as proposed IT/ITes developments.
- ii) The subject micro market is characteristic by the presence of North Park (subject property), Bella Vista, KC Royal Park, Fort Ramgarh, etc. in business and premium category. The subject region has witnessed demand for quality accommodation catering to mainly government employees, business travelers (IT/ITES & Non IT segment) and tourist.
- iii) The site is accessible from an existing two lane metalled road (viz. approximately 80 ft wide, Sector 32 central spine road as per the Development Plan of Panchkula Extension). The property has a frontage of approx 566 ft on the said road.

SEGMENTWISE OR PRODUCT WISE PERFORMANCE

The company's only venture Hotel North Park has been given on lease, Hence no segment wise reporting is required.

**By Order of the Board of Directors
For Polo Hotels Limited**

Registered Office:
Hotel North Park Village Chowki,
Near Ghaggar Bridge Sector-32,
Panchkula - 134109.

Amardeep S. Dahiya
Managing Director
DIN 00468413

Abhey Ram Dahiya
Chairman
DIN 00205496

Date:- 20th August 2016

Place:- Panchkula.

Form No. MGT-9

(As on the Financial Year ended on 31st March, 2015)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1)
of the Companies (Management and Administration) Rules, 2014]**REGISTRATION AND OTHER DETAILS:**

i)	CIN	L55101HR1994PLC032355
ii)	Registration Date	15th July, 1994
iii)	Name of the Company	Polo Hotels Limited
iv)	Category / Sub-Category of the Company	Public Limited Listed Company
v)	Address of the Registered Office and contact details :	Polo Hotels Ltd. Hotel North Park, Village Chowki, Post Office – Devi Nagar, Sector 32, Panchkula - 134108 Tel: 0172- 6573535, 2563535 E-mail : polohotel@gmail.com wwwp olohotelsltd.com
vi)	Whether listed company :	Yes
vii)	Name, Address and contact details of : Registrar and Transfer Agent, if any :	M/s. LINK INTIME INDIA PVT. LTD. Add:- 44, Community Center, 2nd Floor, Nariana Industrial Area, Phase-I, Near PVR Naraina, New Delhi 110028 Tel. 011-41410592- 94

PRINCIPAL BUSINESS ACTIVITIES OF THE

COMPANY Name and Description of

Products :- Hotel Industry

NIC Code of Product:- 55

DETAILS OF ASSOCIATE COMPANY [SECTION 2(6)] :-

Sr. No.	Name of the Associate Company	CIN Of the Company
1.	ARD Polypacks Private Limited	U25209CH1985PTC006340
2.	Auto Brakes Private Limited	U34300CH1981PTC033901
3.	Sarva Promoters and Developers Private Limited	U70100HR2006PTC048672
4.	Sarva Educational Institute Private Limited	U80301HR2006PTC036395
5.	S.A Agro Farms Private Limited	U01400MH2000PTC128142
6.	ASD Tobacco Private Limited	U16003HR2013PTC050918

SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY AS ON 31.03.2016)

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				
									No of Voting Rights			Total as a % of (A+B+C)	
									Class eg: X	Class eg: y	Total		
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				
1	Indian												
(a)	Individuals / Hindu Undivided Family		10	9108408	0	0	9108408	67.5429	9108408	0	9108408	67.5429	
	Abhey Ram Dahiya	ABVPD0924C	4	6612217	0	0	6612217	49.0325	6612217	0	6612217	49.0325	
	Amardeep Singh Dahiya	AANPD3910B	3	2434791	0	0	2434791	18.0551	2434791	0	2434791	18.0551	
	Pankaj Dahiya	AGLPD1665M	1	46800	0	0	46800	0.3470	46800	0	46800	0.3470	
	Devinder Singh Jain	AAGPI3068F		7300	0	0	7300	0.0541	7300	0	7300	0.0541	
	Gurmukh Singh	ARHPS4946H		7300	0	0	7300	0.0541	7300	0	7300	0.0541	
(b)	Central Government / State Government(s)		0	0	0	0	0	0.0000	0	0	0	0.0000	
(c)	Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0.0000	
(d)	Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	
	Sub Total (A)(1)		10	9108408	0	0	9108408	67.5429	9108408	0	9108408	67.5429	
2	Foreign		10	9108408	0	0	9108408	67.5429	9108408	0	9108408	67.5429	
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)		0	0	0	0	0	0.0000	0	0	0	0.0000	
(b)	Government		0	0	0	0	0	0.0000	0	0	0	0.0000	
(c)	Institutions		0	0	0	0	0	0.0000	0	0	0	0.0000	
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0.0000	
(e)	Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	
	Sub Total (A)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)		10	9108408	0	0	9108408	67.5429	9108408	0	9108408	67.5429	

	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				
								No of Voting Rights			Total as a % of (A+B+C)	
								Class eg: X	Class eg: y	Total		
	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				
1	Institutions											
(a)	Mutual Fund		0	0	0	0	0.0000	0	0	0	0.0000	
(b)	Venture Capital Funds		0	0	0	0	0.0000	0	0	0	0.0000	
(c)	Alternate Investment Funds		0	0	0	0	0.0000	0	0	0	0.0000	
(d)	Foreign Venture Capital Investors		0	0	0	0	0.0000	0	0	0	0.0000	
(e)	Foreign Portfolio Investor		0	0	0	0	0.0000	0	0	0	0.0000	
(f)	Financial Institutions / Banks		0	0	0	0	0.0000	0	0	0	0.0000	
(g)	Insurance Companies		0	0	0	0	0.0000	0	0	0	0.0000	
(h)	Provident Funds/ Pension Funds		0	0	0	0	0.0000	0	0	0	0.0000	
(i)	Any Other (Specify)		0	0	0	0	0.0000	0	0	0	0.0000	
	Sub Total (B)(1)		0	0	0	0	0.0000	0	0	0	0.0000	
2	Central Government/ State Government(s)/ President of India											
	Sub Total (B)(2)		0	0	0	0	0.0000	0	0	0	0.0000	
3	Non-Institutions											
(a)	Individuals			0	0							
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		2289	1408256	0	0	1408256	10.4428	1408256	0	1408256	10.4428
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		23	2237922	0	0	2237922	16.5952	2237922	0	2237922	16.5952
	Mahendra Girdharilal	AAAPW1327L		431261	0	0	431261	3.1980	431261	0	431261	3.1980
	Pawan Gupta	AAHPG2273L		192600	0	0	192600	1.4282	192600	0	192600	1.4282
	Pradeep Singh Arora	AABPA2235N		235319	0	0	235319	1.7450	235319	0	235319	1.7450
	Sanjeev Joshi	ADTPJ8770C		161050	0	0	161050	1.1943	161050	0	161050	1.1943
	Surinder Kumar Madan	AAPP3913M		150000	0	0	150000	1.1123	150000	0	150000	1.1123
	Toshima Singh	AUZPS4678P		160000	0	0	160000	1.1865	160000	0	160000	1.1865
(b)	NBFCs registered with RBI		0	0	0	0	0.0000	0	0	0	0.0000	
(c)	Employee Trusts		0	0	0	0	0.0000	0	0	0	0.0000	
(d)	Overseas Depositories(holding DRs) (balancing figure)		0	0	0	0	0.0000	0	0	0	0.0000	
(e)	Any Other (Specify)		107	730778	0	0	730778	5.4190	730778	0	730778	5.4190
	Hindu Undivided Family		28	96509	0	0	96509	0.7157	96509	0	96509	0.7157
	Non Resident Indians (Non Repat)		3	9694	0	0	9694	0.0719	9694	0	9694	0.0719
	Non Resident Indians (Repat)		7	76337	0	0	76337	0.5661	76337	0	76337	0.5661
	Clearing Member		23	68914	0	0	68914	0.5110	68914	0	68914	0.5110
	Bodies Corporate		46	479324	0	0	479324	3.5544	479324	0	479324	3.5544
	Competent Finman Pvt. Ltd	AABCC4854G		309889	0	0	309889	2.2980	309889	0	309889	2.2980
	Sub Total (B)(3)		2419	4376956	0	0	4376956	32.4571	4376956	0	4376956	32.4571
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		2419	4376956	0	0	4376956	32.4571	4376956	0	4376956	32.4571

REPORT OF THE BOARD OF DIRECTORS ON CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE PHILOSOPHY

The Company believes in conducting its affair in a fair, transparent and professional manner and in maintaining the highest ethical standards in its dealings with all its constituents. The vision of the company is to be a financially sound, profitable, growth oriented company committed to building and maximizing sustainable value for all the shareholders. In its endeavor to attain the goal visualized, the company is laying maximum emphasis on the effective system of Corporate Governance.

2. BOARD OF DIRECTORS COMPOSITION

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Chairman of the Company and has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

The Board comprises such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. As on date of this report, the Board of Directors consists of 7 members comprising of 4 (Four) Independent Directors and 3 (Three) Non- Independent Directors. The Chairman of the company is non-executive.

The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The positions of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals, where the Chairman of the Board is a Non-Executive Director.

The meeting of the Board of Directors is held at periodical intervals. The meeting dates are decided well in advance and the agenda papers are circulated sufficiently in advance to the directors. The directors have access to all the information about the company and can suggest for inclusion of any other matter in the agenda for discussion at the Board meetings.

COMPOSITION AND DIRECTORSHIP(S) / COMMITTEE MEMBERSHIP(S)/CHAIRMANSHIP(S) AS ON 31ST MARCH, 2016:

Sr. No.	Name of Director	Designation	Category	Number of other Directorship	Total Number of Membership(s) in other board committees (*)	Number of chairmanship(s) in other board committees(*)
1	Sh. A.R.Dahiya	Chairman	Non Executive	4	-	-
2	Sh. Amardeep Singh Dahiya	Managing Director	Executive	4	-	-
3	Sh. Devinder Jain	Director	Independent Non Executive		-	-
4	Sh. Gurmukh Singh	Director	Independent Non Executive	2	-	-
5	Sh. Vikas Tibrewal	Director	Independent Non Executive		-	-
6	Sh. Manbeer Chaudhary	Director	Independent Non Executive	2	-	-
7	Smt. Prem Dahiya	Director	Independent Non Executive		-	-

*This includes chairmanships/ memberships of audit committees, shareholders grievance committees and remuneration committees of public limited companies, whether listed or not.

No Director is a member of more than 10 committees or chairman of more than 5 committees across all companies in which he is Director.

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 and Listing Agreement

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Agreement.

The Independent Directors will serve a maximum of two terms of five years each.

The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013

BOARD INDEPENDENCE

Our definition of 'Independence' of Directors is derived from Clause 49 of the Equity Listing Agreement and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-

Executive Directors other than the Chairman are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Haryana. The Agenda of the Board / Committee meetings is set by the Chairman in consultation with Chief Executive Officer of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the period under review, Eight (5) Board Meetings were held. The dates on which the Board meetings were held are as follows: 15th April 2015, 15th May 2015, 14th August, 2015, 13th November, 2015, and 13th February, 2016.

The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

ATTENDANCE OF DIRECTORS AT THE BOARD MEETING AND LAST ANNUAL GENERAL MEETING

Sr. No.	Name of the Director	Number of Board Meetings held during the tenure of the Director	Number of Board meetings attended	Last AGM attendance
1.	Sh. A. R. Dahiya	5	5	Yes
2.	Sh. Amardeep Singh Dahiya	5	5	Yes
3.	Sh. Devinder Singh Jain	5	5	Yes
4.	Sh. Gurmukh Singh	5	5	Yes
5.	Sh. Vikas Tibrewal	2	2	No
6.	Sh. Manbeer Chaudhary	0	0	No
7.	Smt. Prem Dahiya	0	0	No

BOARD BUSINESS

The normal business of the Board includes:

- framing and overseeing progress of the Company's annual plan and operating framework;
- framing strategies for shaping of portfolio and direction of the Company and for corporate resource allocation;
- reviewing financial plans of the Company;
- reviewing quarterly and annual business performance of the Company;
- reviewing the Annual Report and accounts for adoption by the Members;
- reviewing the progress of various functions and businesses of the Company;
- reviewing the functioning of the Board and its Committees;
- reviewing the functioning of the subsidiary companies;
- considering and approving declaration / recommendation of dividend;
- reviewing and resolving fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems or significant labour issues, if any;
- reviewing the details of significant development in human resources and industrial relations front;
- reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement;
- reviewing compliance with all relevant legislations and regulations and litigation status, including materially important show cause, demand, prosecution and penalty notices, if any;
- reviewing Board Remuneration Policy and individual remuneration packages of Directors;
- advising on corporate restructuring such as merger, acquisition, joint venture or disposals, if any;

- reviewing details of risk evaluation and internal controls;
- reviewing reports on progress made on the ongoing projects;
- monitoring and reviewing Board Evaluation framework.

BOARD SUPPORT

The CEO is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The CEO is also responsible for preparation of the Agenda and convening of the Board and Committee meetings. The CEO attends all the meetings of the Board and its Committees, advises / assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meetings.

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following statutory and non-statutory Committees.

A. AUDIT COMMITTEE

The Company's Audit Committee comprises all the Independent Directors. The Audit Committee is headed by Mr. Sh. Devender Jain and has Mr. Amardeep Singh Dahiya and Mr. Gurmukh Singh as its members. All the members of the Committee have relevant experience in financial matters.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examination with management the quarterly financial results before submission to the Board;
- reviewing and examination with management the annual financial statements before submission to the Board and the auditors' report thereon;
- review management discussion and analysis of financial condition and results of operations;
- scrutiny of inter-corporate loans and investments made by the Company;
- reviewing with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- discussing with Statutory Auditors, before the audit commences, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- evaluating internal financial controls and risk management systems;
- valuating undertaking or assets of the Company, wherever it is necessary;
- reviewing the functioning of the Whistle Blowing mechanism;

The recommendations of audit committee were duly approved and accepted by the Board.

The meetings of Audit Committee are also attended by the Chief Executive Officer, Statutory Auditors and Internal Auditor as special invitees. The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Board. The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives.

The Audit Committee met four times during the financial year ended 31 March 2016, on 15 May 2015, 14 August, 2015, 13th November, 2015 and 13 February 2016.

ATTENDANCE OF DIRECTORS AT THE AUDIT COMMITTEE MEETING

Name of Member	Status	No. of Meeting Attended
Sh. Devender Singh Jain	Chairman	4
Sh. Amardeep Dahiya	Member	4
Sh. Gurmukh Singh	Member	4

B. NOMINATION AND REMUNERATION COMMITTEE:

This is a non-mandatory requirement of Clause 49 of the Listing Agreement. The Board has however formed a remuneration committee in terms of Schedule XIII to the Companies Act, 1956 consisting of Sh. Vikas Tibrewal, Sh. Devender Singh and Sh. Gurmukh Singh.

The Nomination and Remuneration Committee comprises of three directors namely Sh. Vikas Tibrewal (Chairman), Sh. Devender Jain and Sh. Gurmukh Singh, as members. as members of the Committee. The composition of the Committee is consistent with requirements of revised clause 49 of Listing Agreement. In terms of Section 178 (1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The role of Nomination and Remuneration Committee is as follows:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc;
- Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Formulate criteria and carryout evaluation of each Director’s performance and performance of the Board as a whole;

The Nomination and Remuneration Committee met Two times during the Financial Year ended 31st March, 2016 on 14th August, 2015, and 13th February, 2016 and the attendance of members at the meetings was as follow:-

ATTENDANCE OF DIRECTORS AT THE AUDIT COMMITTEE MEETING

Name of Member	Status	No. of Meeting Attended
Sh. Vikas Tibrewal	Chairman	2
Sh. Devender Jain	Member	2
Sh. Gurmukh Singh	Member	2

DETAILS OF REMUNERATION OF DIRECTORS FOR THE PERIOD ENDED 31ST MARCH 2016.

No remuneration has been paid to any non-executive director of the company during the year under report except that Salary to Sh. Amardeep Dahiya, Managing Director has been fixed Rs. 12,00,000/- (Rs. Twelve Lakhs only) for the year 2015-16.

Remuneration payable to Managing Director has been duly approved by the remuneration committee, Board of Directors and is being placed at this 32th Annual General Meeting for approval. Remuneration payable is within the limits as prescribed under schedule XIII of The Companies Act, 1956.

B. STAKEHOLDERS’ RELATIONSHIP COMMITTEE

The company has constituted Stakeholders’ Relationship Committee comprising Sh. A.R. Dahiya. (Chairman) and Sh. Amardeep Dahiya, Managing Director. Sh. Amardeep Dahiya, Managing Director has been nominated as the Compliance Officer of the company.

The role of Stakeholders’ Relationship Committee is as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;

- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- provide guidance and make recommendations to improve investor service levels for the investors.

During the Financial Year ended 31st March, 2016, the Committee met Four times on 15th May 2015, 14th August 2015, 13th November 2015 and 13th February 2016.

Details of Shareholders’ / Investors’ Complaints

During the period under review, the Company received no complaints from the shareholders. As on date no complaints are pending with the company. The committee deals with various matters relating to the transmission of shares transfer of share and other matters relating to shareholder’s complaints.

POLICIES ADOPTED BY THE COMPANY MANAGEMENT

Policy On Dealing With Related Party Transactions

The Company has not entered in any material Related Party Transaction during the year. In line with requirement of the Companies Act, 2013 and Equity Listing Agreement, your Company has formulated a Policy on Related Party Transactions. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at Arm’s Length.

AFFIRMATION AND DISCLOSURE

All the members of the Board have affirmed their compliance with the Code of Conduct as on 31st March, 2015 and a declaration to that effect, signed by the Managing Director and Chief Executive Officer (CEO), is attached and forms part of this Report.

There were no materially financial or commercial transaction, between the Company and members of the Board of Directors of the Company that may have a potential conflict with the interest of the Company at large.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

DISCLOSURE OF PENDING CASES / INSTANCES OF NON-COMPLIANCE

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

With respect to the Show Cause Notice received from the Securities and Exchange Board of India (SEBI) received on 27th May, 2015 with respect to Disclosure requirement under SEBI (PIT) and SEBI (SAST) Regulations, the Company had filed an appropriate reply on 1st June, 2015 and furnished all relevant information to SEBI.

SECRETARIAL STANDARDS AND SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Standards Audit for the year 2014-15 for audit of secretarial records and procedures followed by the Company in compliance with relevant Secretarial Standards issued by the Institute of Company Secretaries of India, which were recommendatory in nature and Company voluntarily decided to adhere to the same. The Secretarial Standards Audit Report is part of this Annual Report.

SHAREHOLDER INFORMATION

General Body Meetings

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein alongwith details of Location and time, are as under:

Financial year	Date	Time	Venue	Details Special Resolutions Passed
2012-2013 29th AGM	23.09.2013	9.00 A.M.	Hotel North Park, Panchkula	No
2013-2014 30th AGM	29.09.2014	9.00 A.M.	Hotel North Park, Panchkula	1. To Borrow in excess of Paid up Capital and free reserves. 2. To Alter MOA subsequent to increase Authorised Capital of the company
2014-2015 31st AGM	28.09.2015	9.00 A.M.	Hotel North Park, Panchkula	No

MEANS OF COMMUNICATIONS

- i) The company has been disclosing corporate financial performance on quarterly, half yearly & annual basis to the stock exchanges after being approved by the Board or Audit committee. These results are not displayed any website.
- ii) The company has not displayed any official news releases.
- iii) The company did not make any presentation to the institutional investors or the analysts.
- iv) Management Discussion and Analysis Report is a part of annual report.

Calendar of Financial Year ended 31st March, 2016

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2016 were held on the following dates:

First Quarter Results	15-05-2015
Second Quarter and Half yearly Results	14-08-2015
Third Quarter Results	13-11-2015
Fourth Quarter and Annual Results	13-02-2016

Tentative Calendar for financial year ending 31st March, 2017

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2017 are as follows:

(Calendar is Tentative & Subject to Change)

Sr. No.	Particulars	Date
1	Financial Year Ending	31st March, 2017
2.	1st Quarter Results	On or before 15th August, 2016
3.	2nd Quarter Results	On or before 15th November 2016
4.	3rd Quarter Results	On or before 15th February, 2017
5.	4th Quarter Results (Audited)	On or before 30th May, 2017
6.	AGM for the period ending 31.03.2016	On or before 30th Sept., 2017

Dividend

The Company has not declared any dividend during the year under review. Distribution of Shareholding as on 31st March, 2016

Shareholding of	Number of Shareholders	% age of Total	Share	%age
1 – 500	1912	78.7155	403089	2.9891
501 -- 1000	249	10.2511	195213	1.4476
1001 – 2000	88	3.6229	143715	1.0657
2001 -- 3000	38	1.5644	9784	1 0.7255
3001 -- 4000	21	0.8646	76800	0.5695
4001 -- 5000	24	0.9881	116122	0.8611
5001 – 10000	41	1.6879	306127	2.2701
10001 -- *****	56	2.3055	12146457	90.0714
Total:	2429	100.0000	13485364	100.0000

Bifurcation of shares held in physical and demat form as on 31st March, 2016

Particulars	No. of Shares	Percentage of Total Capital
Listed Capital (as per company records)	1,34,85,364	100%
PHYSICAL	7,86,170	05.83
Held in dematerialized form in NSDL	1,11,16,818	82.43
Held in dematerialized form in CDSL	15,82,376	11.74
Total No. of Shares	1,34,85,364	100%

Listing of shares

At present the shares of the company are listed at Ludhiana, Delhi & Bombay Stock Exchanges.. The shares of the company have been dematerialized. The ISIN allotted to the Company's shares is INE084C1012.

The listing fee for the financial year 2015-16 has been paid to the above Stock Exchanges. The company has never issued any GDRs / ADRs or warrants.

The company has appointed share transfer agent as below:

Share Price Data

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended 31st March, 2016 are as under:

The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended 31st March, 2016

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Apr 15	13.34	14.55	12.11	13.63	1,39,798	1,138	18,43,107	95,947	68.63	2.44	0.29
May 15	14.95	16.40	11.71	12.97	1,04,623	626	14,15,143	62,139	59.39	4.69	-1.98
Jun 15	13.95	14.99	9.03	11.35	1,14,122	442	13,79,220	78,004	68.35	5.96	-2.60
Jul 15	11.50	17.00	11.06	12.82	1,79,946	759	24,76,947	1,37,277	76.29	5.94	1.32
Aug 15	14.40	14.40	9.54	11.15	81,022	381	9,63,947	51,208	63.20	4.86	-3.25
Sep 15	13.00	14.95	9.00	13.97	80,999	618	9,71,193	63,530	78.43	5.95	0.97
Oct 15	15.20	20.39	12.50	16.89	6,00,625	2,299	1,01,43,236	3,26,070	54.29	7.89	1.69
Nov 15	17.40	17.40	10.90	12.20	3,09,460	1,008	41,03,897	2,11,708	68.41	6.50	-5.20
Dec 15	12.40	14.55	11.81	14.00	6,25,353	745	82,54,016	11,66,508	186.54	2.74	1.60
Jan 16	16.65	17.45	12.10	14.80	9,79,404	1,621	1,47,69,454	7,00,262	71.50	5.35	-1.85
Feb 16	15.00	15.00	9.50	11.09	3,34,905	843	37,82,307	2,63,404	78.65	5.50	-3.91
Mar 16	11.00	13.75	10.33	11.00	1,48,976	455	17,42,347	1,27,962	85.89	3.42	0.00
Apr 16	11.88	12.00	9.62	10.23	1,26,610	299	13,76,130	1,11,517	88.08	2.38	-1.65
May 16	10.20	11.40	8.30	10.01	48,813	175	4,92,647	39,370	80.65	3.10	-0.19
Jun 16	9.64	12.00	8.85	10.90	99,316	323	10,79,988	85,526	86.12	3.15	1.26
Jul 16	10.22	12.45	10.00	11.86	89,442	283	9,70,133	82,257	91.97	2.45	1.64
Aug 16	12.00	13.90	10.11	11.05	1,17,094	360	13,55,996	1,06,037	90.56	3.79	-0.95

* Spread

COMMUNICATION TO SHAREHOLDERS

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers. These results are also made available on the website of the Company www.polohotelsltd.com. The website also displays vital information relating to the Company and its performance, official press releases and presentation to analysts. The Company also sends quarterly, half yearly and annual results as well as the notice of the Board Meeting to Members on e-mail.

Address for Correspondence

All shareholders' correspondence should be forwarded to Link Intime India Pvt. Ltd 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028, the Registrar and Transfer Agent of the Company or to the Investor Service Department at the Registered Office of the Company at the addresses mentioned below.

Link Intime India Pvt. Ltd

44, Community Centre, Phase-I,
Near PVR, Naraina Ind. Area, New Delhi-110028
Phone: +91 11 4141 0592 Fax: +91 11 4141 0591,

The Company's dedicated e-mail address for Investors' Complaints and other communications is polohotel@gmail.com.

CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To
The Board of Directors
Polo Hotels Limited

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Polo Hotels Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2016 and based on our knowledge and belief, we state that :
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee: (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Date : 20th August, 2016
Place: Panchkula

Mr. Amardeep S. Dahiya
Managing Director CFO
(DIN : 00468413)

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE
OF CONDITIONS OF CORPORATE GOVERNANCE**

**To,
The Members of
Polo Hotels Ltd.**

We have examined the compliance of conditions of Corporate Governance by Polo Hotels Limited ('the Company') for the year ended 31st March, 2016, as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's 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 Listing Agreement.

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 Ashwani K. Gupta & Associates
Chartered Accountants**

Date : 20th August, 2016
Place: Panchkula

**(Arvinder Singh)
Partner
M. No. 091721**

SECRETARIAL STANDARDS REPORT

To

The Board of Directors,

Polo Hotels Limited

CIN : L55101HR1994PLC032355

Hotel North Park,

Village Chowki, Post Office - Devi Nagar,

Sector 32, Panchkula - 134108.

At the request of the management, we have examined relevant registers, records and documents maintained and made available to us by Polo Hotels Limited ("the Company") for the period commencing from 1st April, 2015 to 31st March, 2016 for compliances of Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

ICSI had issued Secretarial Standards numbering 1 to 10 with reference to the provisions of the Companies Act, 1956 which were recommendatory in nature and the management had voluntarily decided to adhere to them. During the period under review ICSI had not issued corresponding Secretarial Standards with reference to the provisions of the Companies Act, 2013; nonetheless, the management had decided to continue to adhere to Standards issued earlier and comply with the same to the extent applicable to the Company.

Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of Standards.

In our opinion and to the best of our information and according to the explanation given to us, we report that the Company has complied with all material aspects of applicable Secretarial Standards issued by ICSI.

**For Kanitkar S & Associates
Practicing Company Secretaries**

Sneha Kanitkar
Membership No.:- 29061
COP No.:- 11384

Date : 20th August, 2016

Place : Mumbai

SECRETARIAL AUDIT REPORT

To
The Board of Directors,
Polo Hotels Limited
CIN : L55101HR1994PLC032355
Hotel North Park,
Village Chowki, Post Office - Devi Nagar,
Sector 32, Panchkula – 134108

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Polo Hotels 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, 2016, 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 the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. 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;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - 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, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October, 2014); - Not applicable as the Company has not issued any securities under Employee Stock Option Scheme and Employee Stock Purchase Scheme;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not applicable as the Company has not issued any debt securities;
 - f. 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 - Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any stock exchange during the financial year under review;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back / propose to buyback any of its securities during the financial year under review
- vi. The Company has identified the following laws as specifically applicable to the Company:
 1. The Prevention of Food Adulteration Act, 1954;
 2. Food Safety and Standards Act, 2006 and Rules 2011 with allied rules and regulations. We have also examined compliance with the applicable clauses of the following:
 - a. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) – ICSI had issued Secretarial Standards numbering 1 to 10 with reference to the provisions of the Companies Act, 1956 which were recommendatory in nature and the management had voluntarily decided to adhere to them.

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: -

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately 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.

We further report that based on representations provided by the Company Management with respect to compliance mechanism established by the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

- as informed by the Company Management, the Company has responded to notices for demands, claims, penalties etc levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

**For Kanitkar S & Associates
Practicing Company Secretaries**

**Sneha Kanitkar
Membership No.:- 29061
COP No.:- 11384**

Date : 20th August, 2016
Place : Mumbai

INDEPENDENT AUDITOR'S REPORT

To The Members of M/s POLO HOTELS LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of M/s POLO HOTELS LIMITED, which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Basis of Qualified Opinion

1. Out of total borrowings from NBFC Religare Finvest Ltd., a part of the borrowing have been utilised for the new hotel project, under construction. The company has charged part of the interest to statement of profit and loss and balance amount has been capitalised. However, the interest charged to P&L a/c on proportionate basis is lower by Rs. 22.13 Lacs. Had this amount been charged to statement of profit and loss, the profit would have been lower to that extent.

Subject to the qualification above, in our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) in the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2016;
- (b) In the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

Other Matter

We draw attention to the fact that the trade receivable includes an amount of Rs.50,92,237 due from Hot Millions Food Pvt. Ltd. is pending realization and the same being disclosed in the Note 27 of the financial statements.

Our opinion is not modified in respect to the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub Section (11) of Section 143 of the Act, we give in the Annexure -2 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act and Companies (Audit and Auditors) Rule 2014, 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 accounts 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, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act and,
 - (f) Our separate report on adequacy of internal financial control system and operating effectiveness of such controls is enclosed in Annexure – 1.
 - (g) with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to best of our information and according to the explanation given to us.
 - i. The company has no pending litigation impacting its financial position in its financial statement and therefore no disclosure was required under this clause.
 - ii. The Company did not have any long term contracts including derivative contracts as such the question of commenting on any material foreseeable losses does not arise.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Ashwani K. Gupta & Associates
Chartered Accountants
Firm Regn. No. 003803N**

Date : 20th August, 2016
Place: Panchkula

**Arvinder Singh
Partner
Membership Number: 091721**

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

We have audited the internal financial controls over financial reporting of M/s Polo Hotels Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 31st March, 2016, 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 Ashwani K. Gupta & Associates
Chartered Accountants
Firm Regn. No. 003803N**

**Arvinder Singh
Partner
Membership Number: 091721**

Panchkula
20th August, 2016

Annexure – 2

Auditor's Report as per the Companies (Auditor's Report) Order 2016

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the statements for the year ended 31st March, 2016, we report that

1. In respect of fixed assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, the management during the year has physically verified the fixed assets in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanation given to us no material discrepancies were noticed on such physical verification.
- c) In our opinion and according to the information and explanation given to us, the company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.

2. In respect of its Inventories:

- a) As explained to us, inventories have been physically verified by the management at reasonable interval during the year.
 - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to the information and explanation given to us, the company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. According to the Information and explanation given to us, the company has during the year not granted any unsecured loan to any party covered in the register maintained under Section 189 of the Companies Act 2013 during the year and in our opinion, hence Para (a) and (b) are not applicable.

4. According to the Information and explanation given to us, guarantees provided for the persons in which directors are interested have been disclosed in Note 31 to the financial statements.
5. In our opinion and according to the information and explanation given to us, the company during the year has not accepted any deposits in contravention of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under, where applicable, have been complied with. No order has been passed by the Company Law Board or National Company Law Tribunal or RBI or any court or any other tribunal.
6. According to the information and explanation given to us, government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for the products of the company.
- 7A. According to the information and explanation given to us and on the basis of our examination of the records of the Company is not regular in depositing the undisputed statutory dues including Income Tax, Sales Tax, Service Tax, Cess and other statutory dues as applicable to it.
- 7B. According to the information and explanation given to us and the records of the company examined by us, there are no material dues of Sales Tax, Service Tax and Cess as March 31, 2016 which have not been deposited on account of a dispute.
- 7C. According to information and explanation given to us, there was no amount which is required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder.
8. According to information and explanations given to us, the company has defaulted in repayment of dues to banks or financial institutions during the year of audit. Further, the Company has not issued any debentures.
9. In our opinion and according to the information given to us, the term loans have been applied for the purpose for which they were taken. Further, the company has not raised funds by way of Initial Public Offer or further public offer during the year under consideration.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.
11. The company has paid the managerial remuneration during the period under consideration, as per the provisions of Section 197 and 198 relating to payment of managerial remuneration.
12. As the company is not a Nidhi company, hence this clause is not applicable.
13. All transactions with the related parties are in compliance with sections 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. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review hence; the provisions of Section 42 of Companies Act, 2013 are not required to be complied with.
15. The company has not entered into any non-cash transactions with directors or persons connected with him. Hence, the provisions of section 192 of Companies Act, 2013 are not applicable to the company.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 as it is not a NBFC.

**For Ashwani K. Gupta & Associates
Chartered Accountants
Firm Regn. No. 003803N**

Date : 20th August, 2016
Place: Panchkula

**Arvinder Singh
Partner
Membership Number : 091721**

BALANCE SHEET AS AT 31.03.2016

PARTICULARS	Notes		As on 31.3.2016		As on 31.3.2015
<u>EQUITY AND LIABILITIES</u>					
<u>A) Shareholders' funds</u>					
Share Capital	1	134,853,640		134,853,640	
Reserve and surplus	2	423,511,888		423,247,156	
			558,365,528		558,100,796
<u>B) Share Application Money Pending Allotment</u>					
<u>C) Non-current liabilities</u>					
Long-term borrowings	3	504,624,724		422,716,225	
Deferred tax liabilities(Net)		-		-	
Other Long term liabilities	4	154,268,009		118,535,105	
Long-term provision		-		-	
			658,892,733		541,251,330
<u>D) Current liabilities</u>					
Short-terms borrowing		78,429		-	
Trade payables	5	23,932,112		25,418,939	
Other current liabilities	6	33,830,464		19,281,679	
Short-terms provisions	7	67,840.00		47,021.00	
			57,908,845.41		44,747,640
			1,275,167,107		1,144,099,765
TOTALS (A+B+C+D)					
<u>ASSETS</u>					
<u>Non-current assets</u>					
a) Fixed Assets					
-Tangible assets	8	568,696,807		562,731,476	
-Intangible assets		-		-	
-Capital Work in Progress	9	673,288,042		544,124,279	
-Intangible assets under development					
b) Non-current investments	10	81,579		81,579	
c) Deferred tax assets (net)		1,036,162		1,036,162	
d) Long-term loans and advances	11	10,444,548		10,668,148	
e) Other Non-current assets	12	4,161,274		4,149,792	
			1,257,708,412	1,122,791,436	1,122,791,436
<u>Current assets</u>					
a) Current investment		-		-	
b) Inventories		3,038,900		529,260.00	
c) Trade receivables	13	7,780,937		5,001,218	
d) Cash and bank balances	14	3,568,207		11,858,113	
e) Short-term loans and advances	15	-		-	
f) Other current assets	16	3,070,651		3,919,738	
			17,458,695	21,308,329	21,308,329
			1,275,167,107		1,144,099,765
TOTALS (E+F)					

**SIGNIFICANT ACCOUNTING POLICIES
NOTES TO ACCOUNTS 1 to 28**

In terms of our separate Report of even date attached

For Ashwani K. Gupta & Associates
Chartered Accountants
Firm Regn. No. 003803N

By Order of the Board of Directors
For Polo Hotels Limited

Arvinder Singh
Partner
Membership Number : 091721

Amardeep S. Dahiya
Managing Director
DIN 00468413

Abhey Ram Dahiya
Chairman
DIN 00205496

Date : 20th August, 2016
Place: Panchkula

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016.

Particulars	Notes	As on 31.3.2016	As on 31.3.2015
Income			
Revenue from operations(gross)	17	11959166	718015
Less:excise duty		0	0
Revenue from operations(net)		11959166	718015
Other income	18	4437	0
Total revenue (I)		11963602	718015
Expenses			
Cost of rendering services		4920897	173939
Employee benefits expense		1401335	0
Finance costs	19	2413938	0
Depreciation and amortization expense	20	644454	334088
Other expenses	21	2250405	82046
Total expenses (II)		11631029	590073
Profit before exceptional and extraordinary items and tax (I-II)		332573	127942
Less:-Exceptional items		0	0
Profit before extraordinary item and tax		332573	127942
Add:-Extraordinary item		0	0
Profit /loss before tax		332573	127942
Tax expenses			
Current tax		0	24373
Minimum Alternate Tax		67840	0
Deferred tax		0	0
Total tax expenses		67840	24373
Profit/(loss) for the year from continuing operations (A)		264733	103569
Profit/(loss) before tax from discontinuing operations		0	0
Tax expenses of discontinuing operations		0	0
Pofit/(loss) after tax from discontinuing operations (B)		0	0
Profit /(loss) for the year (A+B)		264733	103569
Earning per share			
Basic		0.43	0.29
Diluted		0.43	0.29

For Ashwani K. Gupta & Associates
Chartered Accountants
Firm Regn. No. 003803N

By Order of the Board of Directors
For Polo Hotels Limited

Arvinder Singh
Partner
Membership Number : 091721

Amardeep S. Dahiya
Managing Director
DIN 00468413

Abhey Ram Dahiya
Chairman
DIN 00205496

Date : 20th August, 2016
Place: Panchkula

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

PARTICULARS	2015-16 (Rs in Lakhs)	2014-15 (Rs in Lakhs)
<u>A. Cash Flow From Operating Activities :-</u>		
Net Profit As Per Profit & Loss A/C	332573	127942
<u>Adjustments For :-</u>		
Depreciation	644454	334088
Unamortized Expenditure	0	0
Interest	0	47837470
Minimum Alternate Tax	-67840	
Cash Flow From Operation (Before Adj. Of C.A. And C.L.)	909187	48299500
<u>Adjustments For :-</u>		
Trade Receivable & Loan & Advances	-1930632	-959919
Inventories	-2509640	-529260
Trade Payable & Other Current Liabilities	13161206	29656022
Cash Flow From Operation (Before Tax)	9630120	76466343
<u>Adjustments For :-</u>		
Tax Paid During The Year	0	-101551
<u>Net Cash From Operating Activities</u>	9630120	76364792
<u>B) Cash Flow From Investing Activities:-</u>		
Fixed Assets	-6609785	0
Capital Work In Progress	-129163763	-129197992
Increase In Loan Advances	212118	-10468148
<u>Net Cash From Investing Activities</u>	-135561430	-139666140
<u>C. Cash Flow From Financing Activities:-</u>		
Increase In Term Loan	81908499	111123364
Increase In Long Term Liability	35732904	10383753
Interest Paid	0	-47837470
<u>Net Cash From Financing Activities</u>	117641403	73669647
<u>Change In Cash & Cash Equivalent (A+B+C)</u>	-8289906	10368299
Opening Balance Of Cash & Cash Equivalent	11858112	1489813
Closing Balance Of Cash & Cash Equivalent	3568207	11858112

Notes:

Cash and cash equivalents represent cash & bank balance
Previous Year figures have been regrouped / reclassified where necessary.

THIS IS THE CASH FLOW STATEMENT REFERRED TO IN OUR REPORT OF EVE N DATE

For Ashwani K. Gupta & Associates
Chartered Accountants
Firm Regn. No. 003803N

Arvinder Singh
Partner
Membership Number : 091721

Date : 20th August, 2016
Place: Panchkula

By Order of the Board of Directors
For Polo Hotels Limited

Amardeep S. Dahiya
Managing Director
DIN 00468413

Abhey Ram Dahiya
Chairman
DIN 00205496

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR 2015--16

PARTICULARS	As on 31.3.2015	As on 31.3.2014
Note 1		
<u>SHARE CAPITAL</u>		
<u>Authorised</u>		
<u>CCPS Capital</u>		
5250000 (P.Y. 5250000) CCPS of Rs 10.00 each	52500000	52500000
<u>Equity Capital</u>		
34750000(P.Y. 11000000) Equity Shares of Rs.10.00 each	347500000	110000000
	400000000	162500000
<u>Issued Subscribed & Paid up</u>		
5043882(P.Y. 5043882) CCPS of Rs 10.00 each	50438820	50438820
8441482 (P.Y. 8441482) Equity shares of Rs 10.00 each	84414820	84414820
5043882 Compulsory Convertible Preference Shares (CCPS) allotted during the year 2011-12 as fully paid up Shares to Shareholders of ARD Realty Pvt. Ltd. for consideration other than cash pursuant to the scheme of Amalgamation		
5043882 Equity Shares allotted during the year 2011-12 as fully paid up Shares to Shareholders of ARD Realty Pvt. Ltd. for consideration other than cash pursuant to the scheme of Amalgamation		
TOTAL	134853640	134853640
(A) Reconciliation of Number of Shares		
Shares Outstanding as at 01.04.2015/ 01.04.2014	13485364	8441482
Shares Outstanding as at 31.03.2016/ 31.03.2015	13485364	13485364
(B) List of Shareholders holding more than 5% of the total no. of Shares Issued by the Company :		
Name of the Shareholder		
ABHEY RAM DAHIYA	6612217	7778998
AMARDEEP SINGH DAHIYA	2434791	3537616

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 2		
<u>Reserve and surplus</u>		
Securities premium account	428135360	428135360
Surplus in the statement of profit and loss		
Balance as per last financial statements(Debit)	-4888204	-4991773
Add: Profit for the year	264733	103569
Less:Appropriations	0	0
Net surplus in the statement of profit and loss	264733	103569
Closing Balance(Debit)	-4623472	-4888204
Total	423511888	423247156

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 3		
<u>Long - term borrowings</u>		
Term loans		
<i>From Banks</i>		
Allahabad Bank T/L	390689054	300000000
From NBFC		
Religare Finvest Ltd.	59519063	74192607
Dewan Housing Finance Corporation Ltd.	37196835	46943430
Hdb Financial Services Ltd.A/C 1025047	14418546	
Hdb Financial Services Ltd.A/C1056936	1239765	-
Vehicle Loans		
Tata Capital Financial Services Ltd.	1404770	1240188
Mahindra & Mahindra Financial Services Ltd.	156692	340000
Term Loan from Allahabad Bank is secured by way of First Equitable mortgage/Hypothecation charge on the Proposed Hotel Project of the Company and further secured by way of 2nd charge(1st charge with Religare Fin vest Ltd.) over Land and Building of Hotel North Park.Rate of Interest is BR+2.50%. The Term Loan is also secured by way of Personal guarantee of Managing Director and two wholetime directors of the Company		
A new project for setting up of 5 Star Hotel was under implementation for which term loan was sanctioned by Allahbad bank.The original COD of the said project has been extended upto October,2016 and the repayment of the said Term Loan shall commence from December,2016 as per revised terms of sanction by the Allahbad Bank		
Term Loan from Religare Fin vest Ltd. is secured as under:		
i) Assignment of Lease Income Receivables		
ii) First Charge on the hotel property North Park alongwith equitable mortgage of land in the name of the Company and the Building constructed thereon.		
iii) Personal guarantee of Managing Director and two wholetime directors of the Company		
iv) Terms of Repayment		
a) EMI of Rs 701319 ending on July 2023		
b) EMI of Rs 298624 ending on February 2022		
c) EMI of Rs 321581 ending on December 2024		
Term Loan from Dewan Housing Finance Corporation Ltd is exclusively secured by way of First Equitable/ Registered Mortgage of property situated at Khasra No. 68 , Sector-32, Panchkula , Construction Site of New Hotel Pink Sand Panchkula. The Term Loan is proposed to be repaid in 120 monthly Instalments commencing from April 2015		
The Term Loan is also secured by way of Personal guarantee of Directors		
Loans from Tata Capital Financial Services Ltd. and Mahindra & Mahindra Financial Services Ltd are secured by way of Hypothecation against Vehicles.		
Total	504624724	422716225

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 4		
<u>Other Long - term Liabilities</u>		
a) Trade payables	0	0
b) Others		
Other liability	4989028	5739028
From Related parties	149278981	112796077
Total	154268009	118535105

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 5		
<u>Trade payable</u>		
Sundry Creditors		
Others	23932112	25418939
Micro Small & medium Enterprises		
Total	23932112	25418939
The Company has not recd. Any information from suppliers regarding their status under the Micro, Small & medium Enterprise development Act,2006, hence no disclosures under the Act have been made in the accounts		

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 6		
<u>Other current liabilities</u>		
a) Current maturities of long -term debts	31132311	6962307
b) Interest accrued but not due on obligations		11187219
c) Cheques issued but not presented	0	121658
d) Expenses Payable	271555	115624
- Statutory Liabilities	2426598	894871
Total	33830464	19281679

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 7		
<u>Short Term Provisions</u>		
MAT Credit entitlement	67840	0
Provision for Income tax	0	47021
Total	67840	47021

Note 8
Fixed Assets

Particulars	Original cost as on 1/4/2015	Additions During the Year	Total as on 31/03/2016	DEPRECIATION			WRITTEN DOWN VALUE	
				Upto 31/03/2015	For the Year	Upto 31/03/2016	As on 31/03/2016	As on 31/03/2015
Land & Site Development	540803978	0	540803978	0	0	0	540803978	540803978
Building	32737519	0	32737519	17531618	334088	17865706	14871813	15205901
Plant & Machinery	17346545	2547684	19894229	10946995	7538	10954532	8939697	6399550
Furniture & Fixtures	6212093	1033815	7245908	5890046	0	5890046	1355862	322047
Vehicles	0	3028286	3028286	0	302829	302829	2725457	0
Total	597100135	6609785	603709920	34368659	644454	35013113	568696807	562731476
Previous Year	597100135	0	597100135	34034571	334088	34368659	562731476	563065564

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 9 Capital Work In Progress	673288042	544124279
Total	673288042	544124279

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 10 <u>Non -current investments</u> Investment in Shares	81579	81579
Total	81579	81579

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 11 <u>Long-term Loans, and advances</u>		
a) Capital advances	0	0
b) Deposit with Related Parties	444548	668148
c) Deposits with Others	10000000	10000000
Total	10444548	10668148

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 12 <u>Other Non current assets</u>		
Unamortized expenditure	3105686	3196705
Security Deposits	1055588	953087
Total(A+B+C)	4161274	4149792

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 13 <u>Trade receivable</u>		
Unsecured, considered good (Includes an amount of NIL (P.Y Rs.5001218) outstanding for a period exceeding six months from the date they are due for payment)	7780937	5001218
Total	7780937	5001218

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 14		
<u>Cash and cash equivalents.</u>		
Balance with banks in Current A/c	1980557	5798693
Cash in Hand	1587650	6059419
Total	3568207	11858113

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 15		
<u>Short-term Loans, and advances</u>		
Loans & Advances	0	0
Total	0	0

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 16		
<u>Others current assets</u>		
Advance Recoverable In cash or in kind or for value to be received)	3070651	3919738
Total	3070651	3919738

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 17		
<u>Revenue From Operations</u>		
Room Rent	6455247	344646
Food & Beverage Sale	3666755	370659
Misc Income	1837164	2710
Total	11959166	718015

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 18		
<u>Other income</u>		
Lease income	0	0
(Refer note 31)		
Discount	4437	0
Total	4437	0

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 19		
<u>Finance costs</u>		
Interest	2412561	0
Bank charges	1377	0
Total	2413938	0

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 20		
<u>Depreciation and amortization expense</u>		
Depreciation of tangible assests	644454	334088
Total	644454	334088

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 21		
<u>Other Expenses</u>		
Business Promotion	177018	0
Auditor's Remuneration	114500	0
Housekeeping Expenses	395623	3720
Credit Card Charges	69011.62	1517.38
Annual Maintainence Cost	96113	0
Dish Recharges	32730	4160
Equipment Hiring Charges	10500	2250
Freight & Carrier Charges	2300	6168
License & Taxes	285350	10500
Postage & Courier Exp.	11278	1255
Printing & Stationary	171559	20176
Staff Conveyance	230110	350
Rounding Off	52238.03	16371
Consultancy Charges	11000	0
Fire safety Expenses	42375	0
Electricity and Water charges	409376	0
Garbage Expenses	12600	0
Internet Expenses	79040	0
Telephone Expenses	19629	0
Tour and Travelling	712	0
Miscellaneous	15124	0
Pest Control Expenses	12218	15579
Total	2250405	82046

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 22		
<u>Payment to auditors</u>		
Statutory Audit Fee	100000	100000
Tax Audit Fee	0	0
Service Tax	14500	12360
Total	114500	112360

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 23		
<u>Earning Per Share</u>		
Amounts used as numerators	264733	103569
Net profit after tax available for Equity Shareholders		
Weighted average no of Equity Shares	13485364	8441482
Basic & diluted earnings per share	0.02	0.01

Note 24

Segment reporting

The gross Turnover of the Company is from operations of hotel as the only venture of the Company. Therefore, there are no reporting requirements as per AS-17 issued by ICAI.

Note 25

Related Party Disclosure

Related party disclosure as reqd. by AS-18 is given below:

Associates

ARD Polypacks Pvt. Ltd.
 Auto brakes pvt. Ltd
 Sumeru & Sehri
 Sarva Educational Institution Pvt. Ltd
 Sarva Promotors & Developers Pvt. Ltd.
 S.A. Agro Farms Pvt. Ltd.
 ASD Tobacco Pvt Ltd
 Blossom Ventures

Key Management Personnel

A.R.Dahiya
 Amardeep Dahiya

Related party Disclosure for the year 2015-16		
Particulars	Associate	Key management Personnel
Salary to M.D.	-	1200000
Outstanding Payable	31607435	113211116
Outstanding Receivable	444548	0
	32051983	114411116

Note 26

Capital work in progress includes machinery under installation, construction/ erection material in hand and other assets yet to be put to use and also includes advances given to suppliers for capital goods. During the year financial expenses of Rs. 5,68,42,020 have been capitalised for the funds utilised for capital work in progress.

Note 27

A compromise cum settlement deed was executed between the company & tenant ; M/s Hot Millions Foods Pvt. Ltd. in the previous year. Accordingly an amount of Rs. 50,92,237 being disclosed as Trade receivable is pending recovery and steps are being taken to recover the aforesaid amount.

Note 28

Pursuant to the enactment of Companies Act 2013, the Company has applied the estimated useful lives as specified in Schedule II and depreciation being provided based on the useful life

Note 29

The Company is governed by the provisions of section 115 JB of the Income Tax Act, 1961. Provision for Income Tax has been made on book profits as per Minimum Alternate tax (MAT) since there is no taxable Income as per Income Tax Act.

Note 30

Retirement Benefits in the form of provident Fund are charged to the Profit & Loss A/c / Capital Work in progress of the year in which the contributions to the respective Funds are due.

PARTICULARS	As on 31.3.2016	As on 31.3.2015
Note 31		
Contingent Liabilities & Commitments		
Bank Guarantee	600000	600000
Corporate Guarantee	52500000	0
Commitments for Capital Expenditure	150000000	125000000
Total	203100000	125600000

The company has given corporate guarantee for the Rs. 5.25 Crores in favour of Bank Of India for servicing the limits of ASD Tobacco Private Limited. The said bank has invoked the said corporate guarantee vide their letter dated 02.05.2016. The management of ASD Tobacco Private Limited has informed that it is taking measures to settle the liability with the Bank Of India

In terms of our separate Report of even date attached

For Ashwani K. Gupta & Associates
Chartered Accountants
Firm Regn. No. 003803N

By Order of the Board of Directors
For Polo Hotels Limited

Arvinder Singh
Partner
Membership Number : 091721

Amardeep S. Dahiya
Managing Director
DIN 00468413

Abhey Ram Dahiya
Chairman
DIN 00205496

Date : 20th August, 2016

Place: Panchkula

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2016

Note No. 1 - Significant Accounting Policies

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the company except where a newly issued accounting standard is initially adopted or revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2. Use of estimates :

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosures relating to contingent assets and liabilities as on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Example of such estimates include provision for doubtful debts, future obligations under employee retirement benefit plans, income taxes and the useful lives of fixed tangible assets and intangible assets. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Accounting estimates could change from period to period. Actual results could differ from these estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

3. Inventories:

- Closing stock at the year end is valued at cost of purchases using FIFO method.
- All the inventories have been physically verified at the year-end and certified by the management.

4. Revenue Recognition:

All income and expenditure items having a material bearing on the financial statement are recognized on accrual basis except as stated otherwise.

The Company presents revenue net of indirect taxes in its Statement of Profit & Loss.

Revenue from sales of services is recognized on the basis of completion of services.

5. Provisions & Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no realizable estimate can be made, a disclosure is made as contingent Liability. A disclosure for Contingent liability is also made when there is a possible obligation that may, but probably will not, require an outflow of resources. Contingent Liabilities are not recognized, but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

6. Tangible assets and Capital Work in Progress

Tangible assets are valued at cost of acquisition inclusive of all duties & installation charges less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use.

Capital work in progress comprises the cost of fixed assets that are not yet ready for the intended use at the reporting date and other preoperative expenses.

7. Depreciation and amortization

Depreciation on tangible assets is provided on straight line method over the useful life of assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation for assets purchased / sold during the period is proportionately charged. Intangible assets are amortized over their respected individual estimated useful lives on a straight line basis, commencing from the date the asset is available to the company for its use.

8. Impairment of Assets

An Asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. The recoverable amount is

higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is defined impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

9. Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalized as part of the cost of such assets. Other borrowings cost are charged to Profit and Loss Statement in the period in which they are incurred.

10. Provisions for Current & Deferred Tax :

- Current tax is determined on the profit for the year in accordance with the provisions of the Income tax Act, 1961. Income taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

Deferred tax is calculated at the rates and laws that have been enacted or substantively enacted as of the Balance Sheet date and is recognized on timing difference that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence, are recognized and carried forward only to the extent that they can be realized.

11. Earnings Per Share:

Basic Earning Per Share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares

12. Investments :

Long Term Investments are stated at cost.

13. Cash & Cash equivalents:

Cash & Cash Equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

14. Cash Flow Statement:

Cash Flows are reported using the indirect method, whereby 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, financing and investing activities of the Company are segregated.

For Ashwani K. Gupta & Associates
Chartered Accountants
Firm Regn. No. 003803N

Arvinder Singh
Partner

Membership Number : 091721

Date : 20th August, 2016
Place: Panchkula



POLO HOTELS LIMITED
 CIN: L55101HR1994PLC032355
 Registered Office : Hotel North Park,
 Village: Chowki, Sec-32, Panchkula (Haryana).

ATTENDANCE SLIP

Registered Folio no. / DP ID no. / Client ID No. : _____

Number of shares held : _____

I certify that I am a member/ proxy for the member of the company.

I hereby record my presence at the 32nd Annual General Meeting of the members of the Company will be held on Monday, Monday, 26th September, 2016 at 10.00 A.M. at the Registered office of the Company held at Hotel North Park, Village Chowki, Post Office - Devi Nagar, Sector 32, Panchkula - 134108

 Name of the member/ proxy
 (in BLOCK letters)

 Signature of the member/ proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the AGM.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered address	
E - mail ID	
Folio No. / DP ID and Client ID	

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name : Email ID :
 Address : Signature or failing him/her
2. Name : Email ID :
 Address : Signature or failing him/her

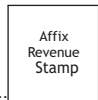
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the members of the Company will be held on Monday, Monday, 26th September, 2016 at 10.00 A.M. at the Registered office of the Company held at Hotel North Park, Village Chowki, Post Office - Devi Nagar, Sector 32, Panchkula - 134108" and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
ORDINARY BUSINESS:				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon;			
2.	To appoint a Director in place of Mr. Amardeep Singh Dahiya (DIN 00468413), who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Mr. Devender Jain (DIN 00205635) who retires by rotation and, being eligible, offers himself for re-appointment.			
4.	Ratification of appointment of M/s Ashwani K. Gupta & Associates, Chartered Accountant (Firm Registration No. FRN 003803N) as Statutory Auditors of the Company			
SPECIAL BUSINESSES				
5.	TO APPOINT SH. AMARDEEP SINGH DAHIYA AS MANAGING DIRECTOR AND TO FIX HIS REMUNERATION.			
6.	TO APPROVE RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.			
7.	TO APPROVE BORROWING OF INTEREST FREE UNSECURED LOAN FROM PROMOTERS CONVERTIBLE INTO EQUITY SHARES.			

Signed this..... day of2016.

Signature of shareholder.....

Signature of proxy holder(s).....



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



POLO HOTELS LIMITED
Registered Office Hotel North Park
Village: Chowki, Sec-32, Panchkula (Haryana)