

NAVEEN HOTELS LIMITED
REGD OFFICE: MURUDESHWAR BHAVAN, GOKUL ROAD, HUBLI 580 030
CIN: U55101KA1975PLC002762

NOTICE OF ANNUAL GENERAL MEETING

To,
The Members,

NOTICE is hereby given that the 45th Annual General Meeting of the Company will be held on the Thursday, December 31, 2020 at 11.00 a.m. at the Regd. Office of the Company at Murudeshwar Bhavan, 604/B, Gokul Road, Hubballi – 580 030 to transact the following businesses:

ORDINARY BUSINESSES

1. Adoption of Financial Statements:

To consider and if thought fit, to pass the following resolution as an ordinary resolution.

“RESOLVED THAT an Audited Annual Financial Statements (including the balance sheet of the Company as at March 31, 2020 and the statement of profit and loss together with the notes on accounts, schedules, statement of cash flow, etc.), in the prescribed format, annexed to and forming part of the accounts for the year ended March 31, 2020, together with the report of the Director’ and Auditors’ thereon as presented to the meeting, be and are hereby approved and adopted.”

2. Declaration of Dividend.

To consider and if thought fit, to pass the following resolution as an ordinary resolution.

“RESOLVED THAT a dividend of Rs. 11.25 Per equity share on the paid up equity share capital of the company as recommended by the Board be and is hereby approved and declared for the financial year 2019-20.”

3. Appointment of Mr. Satish R Shetty (DIN: 00037526), as a director retires by rotation.

To appoint a Director in place of Mr. Satish R Shetty (DIN: 00037526), who retires by rotation and being eligible, offers himself for reappointment.

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“Act”), and rules made thereunder and as per provisions contained in the Articles of Association of the Company the approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Satish R Shetty (DIN: 00037526) as a director without affecting his current position, who is liable to retire by rotation.”

4. Appointment of Mr. Naveen Rama Shetty (DIN: 00058779), as a director retires by rotation.

To appoint a Director in place of Mr. Naveen Rama Shetty (DIN: 00058779), who retires by rotation and being eligible, offers himself for reappointment.

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“Act”), and rules made thereunder and as per provisions contained in the Articles of Association of the Company the approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Naveen Rama Shetty (DIN: 00058779), as a director without affecting his current position, who is liable to retire by rotation.”

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5. To appoint M/s. B C Shetty & Co., Chartered Accountants, (FRN 003819S) as the Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an ordinary resolution.

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. B C Shetty & Co., Chartered Accountants, (FRN 003819S) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 45th Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company to be held in the financial year 2025-26, at a remuneration to be decided by the Board of Directors in consultation with the Auditors and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit works.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf”.

**By Order of the Board
For Naveen Hotels Limited**



Satish R Shetty
Vice Chairman & Director
DIN: 00037526



Naveen R Shetty
Director
DIN:00058779

Place : Hubli
Date : 09.12.2020

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy shall a) Be in writing and b) Be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
3. A person can act as proxy on behalf of the member not exceeding Fifty (50) and holding in aggregate not more than 10% of the total share capital carrying voting rights.
4. A member holding more than 10% of the total share capital carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.

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5. Corporate members to authorize representative to attend the meeting through resolution.
6. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
7. All the documents including registers of directors and KMP and their shareholding (section 70), Register of contracts or arrangements (Section 189), Register of Members and share transfer books etc. are open for inspection during the business hours of the company on the date of AGM at the Registered Office of the company from 9:00 a.m. till the conclusion of the meeting.
8. Every member entitled to vote at the meeting of the company may inspect the proxies lodged at time during the business hours of the company provided not less than Three (3) days' notice in writing of the intention to do so is given to the company.
9. Members are requested to bring the attendance slips along with their copies of the Notice to the meeting.

ATTENDANCE SLIP

Annual General Meeting held on Thursday, December 31, 2020 at 11.00 a.m. at the Regd. Office of the Company at Murudeshwar Bhavan, Gokul Road, Hubballi 580030.

Regd. Folio No. _____ /DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the (No. of Meeting) Annual General Meeting of the Company on (Day of Meeting), (Date of Meeting), 2015 at (Time of Meeting) at (Venue of Meeting):

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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Form No. MGT-11

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):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

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

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting to be held on Thursday, December 31, 2020 at 11.00 a.m. at the Regd. Office of the Company at Murudeshwar Bhavan, Gokul Road, Hubballi 580030 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
1			
2			
3			
4			
5			
6			

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2020

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Affix Revenue Stamp not less than Rs.1/-
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BOARDS' REPORT

Dear Members,

Your Directors have pleasure in submitting their 45th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2020.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The Company's standalone/consolidated financial performance for the year under review along with previous year figures is given hereunder

(Amount in lakhs)

<i>Particulars</i>	Standalone	
	For the Year ended 31 st March	
	2020	2019
Net Sales /Income from Business Operations	455419588	431553671
Other Income	49266084	8103306
Total Income	504685671	439656977
Total Expenses including Dep. & Finance Cost	310625305	222375845
Profit Before Tax	48641965	98838754
Less: Current Income Tax	4545597	20279995
Less: Previous year adjustment of Income Tax	-	-
Less: Deferred Tax Liability	9597409	11867231
Add: MAT Credit Entitlement	-48286	14298893
Net Profit after Tax	13182106	80990421
Share of Profit from Associates	-	-
Profit for the year carried to Reserve & Surplus	13182106	80990421
Earnings per share (Basic)	3.30	20.25
Earnings per Share(Diluted)	3.30	20.25

Notes: The above figures are extracted from the audited standalone and consolidated financial statements.

RESULTS OF OPERATIONS:

Standalone:

During the financial year ended March 31, 2020 total revenue of the Company was Rs. 504685671 as against the revenue for the previous year which was Rs. 439656977. The Company has during the year under review has posted a net profit of Rs. 13182106 against net profit of Rs. 80990421 lakhs in the previous year.

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DIVIDEND

Your Directors have paid Interim Dividend of Rs. 11.25/- per equity share for the financial year 2019-20.

BUSINESS:

During the year under review there is no any changes in the business of the Company. The Directors are exploring all possible ways to gain more profits in the business of the Company.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure A** to this Report and also available on website of the company at www.naveenhotels.com.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 10 Board meetings during the financial year under review.

Sl. No.	Date of Board Meeting	Sl. No.	Date of Board Meeting
1.	12.04.2019	2	01.06.2019
3	12.08.2019	4	06.09.2019
5	17.10.2019	6	12.11.2019
7	02.12.2019	8	20.12.2019
9	13.01.2020	10	20.03.2020

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

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- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors has led down internal financial controls to be followed by the Company and such internal controls are adequate and operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

- a. Dr. R N Shetty
- b. Mr. Satish Rama Shetty
- c. Mr. Sunil Rama Shetty
- d. Mr. Naveen Rama Shetty
- e. Dr. Billadi Sudesh Kumar Hegde
- f. Dr. Sandip Malli Kaidale
- g. Dr. Shivabasayya Siddaramayya Hiremath
- h. Mr. Sankappa Keremane Shetty
- i. Mr. Nagaraj Hiriyanna Shetty
- j. Mrs. Anisha Puneeth Punja
- k. Mrs. Abhayanand Raghu Shetty
- l. Mrs. Shobha Jeevan Shetty

Appointment/ Reappointment of director(s) during the year under review:

Mr. Satish R Shetty (DIN: 00037526), and Mr. Naveen R Shetty (DIN: 00058779), has been reappointed as Director:

Considering the improvements from time to time in the activities and financial position of the Company, the Board has decided to continue to avail the active support and guidance of Mr. Satish R Shetty (DIN: 00037526), and Mr. Naveen R Shetty (DIN: 00058779), as Directors of the Company. Necessary resolution as proposed in the notice of the general meeting will be moved at the AGM for approval of members.

CHANGE IN DIRECTORSHIP

There has been no change in the constitution of the Board during the year under review I.e. structure of the Board remains the same.

HOLDING COMPANY

The Company does not have any holding company during the year under review.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

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Pursuant to Section 129 of the Companies Act, 2013 a statement in the prescribed Form-AOC-1, relating to subsidiaries, Associates and Joint Ventures for the year ended on March 31, 2020 has been attached with the consolidated financial statements of the Company in the **Annexure-B**.

During the year under review the Company has no any Associates Companies:

CONSOLIDATED FINANCIAL STATEMENT:

In accordance with the Companies Act, 2013 ("the Act") and other provisions of Accounting Standard as the case may be, if any, applicable the audited consolidated financial statement is provided in the Annual Report and we have also provided a brief performance hereinabove.

STATUTORY AUDITORS

M/s. M. A. Narasimhan & Co, Chartered Accountants (Firm Registration No. 002347S) were appointed as the Statutory Auditors of the Company for the period of five years, who holds office till the conclusion of this annual general meeting for the financial year 2019-20 in terms of the section 139(1) of the Companies Act, 2013.

Now, the company's Bank borrowing is more than 50 Crores and thus, the company is falling under the class of company as defined under section 139(2) of the Companies Act, 2013 read with Rule 5 the Companies (Audit and Auditors) Rules, 2014. therefore the Board recommends to the shareholders to appointment of M/s. B C Shetty & Co., Chartered Accountants, (FRN 003819S) as the statutory auditor of the Company from the conclusion of this Annual General Meeting, up to the conclusion of the annual general meeting to be held in the financial year 2025-26 for the period of 5 consecutive years in terms of the section 139(1) of the Companies Act, 2013 in replacement of M/s. M. A. Narasimhan & Co, Chartered Accountants (Firm Registration No. 002347S) on expiry of their terms.

Further, the company has received a written consent and eligibility letter from M/s. B C Shetty & Co., Chartered Accountants, (FRN 003819S) and they has also confirmed that their reappointment is in accordance with the provisions of Section 141 of the Companies Act, 2013 and rules made thereunder.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

Auditor has noted that here is no provision for leave encashment in the Balance Sheet. The Company explains that the management does not have the practice of providing Leave Encashment to any of it's employees

DETAILS OF FRAUD REPORT BY AUDITOR:

As per auditors' report, no fraud u/s 143(12) reported by the auditor.

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PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The company has provided a corporate Guarantee in favour of Canara Bank being the lead banker in the consortium finance along with other bankers including State Bank of India, Karnataka Bank Ltd, Union Bank of India and HDFC Bank, (hereinafter referred to as "The Bankers") on behalf of RNS Infrastructure limited of Rs. 620.00 crores with other guarantors in group companies.

There were no loans given, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particular of Contracts or Arrangements made with related parties pursuant to Section 188 are furnished in Form AOC-2 as **Annexure C** and is attached to this report.

SECRETARIAL AUDIT REPORT

The Provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company. Accordingly no secretarial audit report has been obtained for the Company.

COMPLIANCE OF SECRETARIAL STANDARD

The Company has complied with all the applicable compliances of Secretarial Standards.

COST RECORD

During the year under review the provision of Cost audit as per section 148 not applicable on the Company.

RESERVES

During the year under review the company has transferred to Reserve of Rs. 6870000.00 and the details of reserve are as under:

	2020	2019
<u>Capital Reserve</u>	2500000	2500000
<u>General Reserve</u>	127052443	120192443
<u>Surplus</u>	528954903	576894797

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statements relate on the date of this report.

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

The Company has not actively engaged in the consumption of energy or absorption of technology. The Company is however aware of its responsibilities and has at every available opportunities, used and implemented such measures so as to enable energy conservation. There has been no technology absorption involved.

The total Foreign Exchange Inflow and Outflow during the year under review is as follows:

Particulars	2019-20 (in Rs.)	2018-19 (in Rs.)
Inflow	NIL	NIL
Outflow	NIL	NIL

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Particulars of Corporate Social Responsibility ("CSR") Contribution as required under the provisions of Section 135 and schedule VII of the Companies Act, 2013 has been given as **Annexure-D** to this Report. The Company has adopted the relevant policy for CSR.

INTERNAL FINANCIAL CONTROLS OVER FINANCIAL STATEMENTS

The Board of Directors is of the view that the existing financial controls adopted with reference to financial statements within the Company are adequate.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ["POSH"]

The Company follows the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no incidences of sexual harassment reported during the year under review

SHARE CAPITAL

a. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any shares with Differential Rights.

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b. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

c. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

d. BONUS SHARES

No Bonus Shares were issued during the year under review.

e. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No orders were passed by any Courts or Tribunals impacting the going concern status and company's operations in future.

PARTICULARS OF EMPLOYEES

Information as required under the provisions of Rules 5(2) (i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure- E to the Directors' Report. The rule provides that the Board's Report shall include a statement showing the name of every employee of the Company who is in receipt of remuneration for the year which in aggregate, was not less than sixty lakh rupees.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company

**By Order of the Board
For Naveen Hotels Limited**



Satish R Shetty
Vice Chairman & Director
DIN: 00037526



Naveen R Shetty
Director
DIN: 00058779

Place : Hubli
Date : 09.12.2020

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a) Individual/ HUF	NA	3985000	3985000	99.63	NA	3985000	3985000	99.63	0
b) Central Govt	NA	0	0	0	NA	0	0	0	0
c) State Govt(s)	NA	0	0	0	NA	0	0	0	0
d) Bodies Corp.	NA	0	0	0	NA	0	0	0	0
e) Banks / FI	NA	0	0	0	NA	0	0	0	0
f) Any other	NA	0	0	0	NA	0	0	0	0
(2) Foreign									
a) NRIs- Individuals	NA	0	0	0	NA	0	0	0	0
b) Other Individuals	NA	0	0	0	NA	0	0	0	0
c) Bodies Corp.	NA	0	0	0	NA	0	0	0	0
d) Bank / FI	NA	0	0	0	NA	0	0	0	0
e) Any other	NA	0	0	0	NA	0	0	0	0
SubTotal (A) (2)	NA	0	0	0	NA	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	NA	3985000	3985000	99.63	NA	3985000	3985000	99.63	0
B. Public Shareholding	NA								
1. Institutions									
a) Mutual Funds	NA	0	0	0	NA	0	0	0	0
b) Banks / FI	NA	0	0	0	NA	0	0	0	0
c) Central Govt	NA	0	0	0	NA	0	0	0	0
d) State Govt(s)	NA	0	0	0	NA	0	0	0	0
e) Venture Capital Funds	NA	0	0	0	NA	0	0	0	0
f) Insurance Companies	NA	0	0	0	NA	0	0	0	0
g) FIIs	NA	0	0	0	NA	0	0	0	0
h) Foreign Venture Capital Funds	NA	0	0	0	NA	0	0	0	0

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i) Others (specify)	NA	0	0	0	NA	0	0	0	0
Sub-total (B)(1):-	NA	0	0	0	NA	0	0	0	0
	NA	0	0	0	NA	0	0	0	0
2. Non-Institutions	NA	0	0	0	NA	0	0	0	0
a) Bodies Corp.									
i) Indian	NA	0	0	0	NA	0	0	0	0
ii) Overseas	NA	0	0	0	NA	0	0	0	0
b) Individuals	NA	0	0	0	NA	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	NA	15000	15000	0.375	NA	15000	15000	15000	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	NA	0	0	0	NA	0	0	0	0
c) Others (specify)	NA	0	0	0	NA	0	0	0	0
Sub-total (B)(2):-	NA	15000	15000	0.375	NA	15000	15000	15000	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	NA	15000	15000	0.375	NA	15000	15000	15000	0
C. Shares held by Custodian for GDRs & ADRs	NA	0	0	0	NA	0	0	0	0
Grand Total (A+B+C)	NA	4000000	4000000	100	NA	4000000	4000000	100	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year
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		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	SMT.GEETA SANDEEP MALLI W/o.Dr. K Sandip Malli	155750	3.89375	0	155750	3.89375	0	0
2	MR.KONKI SANJEEV SHETTY S/o.Mr.Ganapayya Shetty	5000	0.125	0	5000	0.125	0	0
3	MS.MUKAMBIKA HERIYANNA SHETTY W/o.Late Mr. H N Shetty	13550	0.33875	0	13550	0.33875	0	0
4	MR.SUDHA RAMA SHETTY W/o.Mr. R N Shetty	104050	2.60125	0	104050	2.60125	0	0
5	MR.SANDEEP K MALLI S/o.Mr.Raghuchandra Malli	11500	0.2875	0	11500	0.2875	0	0
6	MR.SATISH RAMA SHETTY S/o.Mr.R N Shetty	138000	3.45	0	138000	3.45	0	0
7	MS.SHOBHA J SHETTY W/o.Mr.K Jeevan Shetty	75000	1.875	0	75000	1.875	0	0
8	MR.SUNIL R SHETTY S/o.Mr. R N Shetty	120500	3.0125	0	120500	3.0125	0	0
9	MR.NAVEEN R SHETTY S/o.Mr.R N Shetty	120500	3.0125	0	120500	3.0125	0	0
10	MS.SAMATA A SHETTY W/o.Abhayanand Shetty	75000	1.875	0	75000	1.875	0	0
11	MS.MAMATA S HEGDE W/o.Dr B Sudesh Hegde	75000	1.875	0	75000	1.875	0	0
12	R N SHETTY (RNSFT)	3071150	76.77875	0	3071150	76.77875	0	0
13	NAGARAJ H SHETTY S/o.Late Mr. H N Shetty	10000	0.25	0	10000	0.25	0	0
14	ANUPAMA S SHETTY D/o.Late Mr. H N Shetty	10000	0.25	0	10000	0.25	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change): No change

SN	Particulars	Shareholding at the beginning of the year	Cumulative Shareholding during the year
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NAVEEN HOTELS LIMITED
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		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	0
	At the end of the year	0	0	0	0

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

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the End of the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
MR.ANAND IRANNA SHETTY S/o.Mr. Iranna Shetty	5000	0.125	5000	0.125
SMT.BHAVANI SHETTY	3500	0.0875	3500	0.0875
MR.MAHADEVAPPA IRAPPA MYKALMARADI S/o.Mr.Irappa Myakalmaradi	3000	0.075	3000	0.075
MR.K L NARAYANSA S/o.Padmanabhasa	2500	0.0625	2500	0.0625
MR.UDAYKUMAR N SHETTY S/o.Mr.Narasimha Shetty	1000	0.025	1000	0.025

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Satish Rama Shetty				
	At the beginning of the year	138000	3.45	138000	3.45
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NA	NA	NA	NA
	At the end of the year	138000	3.45	138000	3.45
02	Sunil Rama Shetty				
	At the beginning of the year	120500	3.01	120500	3.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NA	NA	NA	NA
	At the end of the year	120500	3.01	120500	3.01
03	Naveen Rama Shetty				

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	At the beginning of the year	120500	3.01	120500	3.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NA	NA	NA	NA
	At the end of the year	120500	3.01	120500	3.01
04	Nagaraj H Shetty				
	At the beginning of the year	10000	0.25	10000	0.25
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NA	NA	NA	NA
	At the end of the year	10000	0.25	10000	0.25

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.
(Rs.in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	464992983	-	-	464992983
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	464992983	-	-	464992983
Change in Indebtedness during the financial year				
* Addition	270110038			270110038
* Reduction				
Net Change	270110038			270110038
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	735103021	-	-	735103021

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Dr. R N Shetty	Dr. Sandip Malli Kaidale	Dr. Billadi Sudesh Kumar Hegde	Shri Abhayanand Shetty	Mrs. Anisha Punja	
	Gross salary	0	0	0	0		0
I	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6000000	525000	525000	450000	450000	7950000

NAVEEN HOTELS LIMITED
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	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0		0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act. 1961	0	0	0	0		0
2	Stock Option	0	0	0	0		0
3	Sweat Equity	0	0	0	0		0
4	Commission - as % of profit- others, specify...	0	0	0	0		0
5	Others, please specify	0	0	0	0		0
	Total (A)	6000000	525000	525000	450000	450000	7950000

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	----	
1	Independent Directors	0	0	0	0	0
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2	Other Non-Executive Directors	0	0	0	0	0
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	0	0	0

NAVEEN HOTELS LIMITED
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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	0	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	0	--	--	--	--
Punishment	0	--	--	--	--
Compounding	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	0	--	--	--	--
Punishment	0	--	--	--	--
Compounding	0	--	--	--	--

**By Order of the Board
For Naveen Hotels Limited**



Satish R Shetty
Vice Chairman & Director
DIN: 00037526



Naveen R Shetty
Director
DIN:00058779

Place : Hubli
Date : 09.12.2020

NAVEEN HOTELS LIMITED
REGD OFFICE: MURUDESHWAR BHAVAN, GOKUL ROAD, HUBLI 580 030
CIN: U55101KA1975PLC002762

ANNEXURE-B

FORM: AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries companies

Part A: Subsidiaries

(Rs.in lakhs)

SL. No.	Particulars	1	2
1	Name of Subsidiaries	Nil	Nil
2	Reporting period		
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	-	-
4	Share Capital		
5	Reserve & Surplus		
6	Total Assets		
7	Total Liabilities		
8	Investments		
9	Turnover		
10	Profit before tax		
11	Provision for taxation		
12	Profit after tax		
13	Other Comprehensive Income before tax		
14	Tax on other Comprehensive income		
15	Proposed Dividend	-	
16	% of Holding		
Name of Subsidiaries/ Associates/ Joint venture which have been liquidated or sold during the year			NIL

Part B: Associates

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies

Name of Associates	NA
1. Latest audited Balance Sheet Date	NA
2. Shares of Associate or Joint Ventures held by the company on the year end	NA
No.	NA
Amount of Investment in Associates (in lakhs)	NA
Extent of Holding (in percentage)	NA
3. Description of how there is significant influence	NA
4. Reason why the associate is not consolidated	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet (in lakhs)	NA
6. Profit or Loss for the year	NA
i. Considered in Consolidation (in lakhs)	NA
ii. Not Considered in Consolidation	NA

NAVEEN HOTELS LIMITED
REGD OFFICE: MURUDESHWAR BHAVAN, GOKUL ROAD, HUBLI 580 030
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ANNEXURE C

FORM NO. AOC -2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Name of the related party and nature of relationship	Firebricks and Potteries Private Ltd Murudeshwar Tiles Private Ltd Murudeshwar Power Corporation Ltd Murudeshwar Developers Ltd NMCC Private Limited, NSEC Private Limited RNS Motors Ltd, RNS Infrastructure Limited Murudeshwar ceramics Limited, Dr R N Shetty, Mr. Sandip Malli Kaidale, Mr. Billadi Sudesh Kumar Hegde
Nature of contracts/ arrangements/transactions	Rent paid/Purchase of Cars/Services/Advances/Remuneration
Duration of the contracts/arrangements/ transactions	From time to time
Salient terms of the contracts or arrangements or transactions including the value, if any	All transactions are in arm's length price
Justification for entering into such contracts or arrangements or transactions	NA
Date of approval by the Board	12.04.2019
Amount paid as advances, if any	NA

All the transactions entered are under Arm's length price.

**By Order of the Board
For Naveen Hotels Limited**

Place : Hubli
Date : 09.12.2020


Satish R Shetty
Vice Chairman & Director
DIN: 00037526


Naveen R Shetty
Director
DIN: 00058779

ANNEXURE-D

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. Period for which CSR is being reported: From 1st April 2019 to 31st March, 2020.
2. Your Company may from time to time undertake any project, program and activity on one or more of the following areas:
3. The Composition of the CSR Committee: Shri Sankappa Shetty, Dr. S S Hiremath and Shri Satish R Shetty
4. Average Net Profits of the Company for the last three financial years: Rs.1184.16 lakhs
5. Prescribed CSR Expenditure (Two percent of the amount as in item 4 above): Rs.23.68 lakhs/-
6. Details of CSR spent for the financial year:

1. Hospital	Contribution made to the Hospital which serves the poor and economical backward people in rural area	Rs.23.68 lakhs
TOTAL		Rs.23.68 lakhs

7. Responsibility Statement:

The CSR Committee states that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives and Policy of the Company.

**By Order of the Board
For Naveen Hotels Limited**



Satish R Shetty
Vice Chairman & Director
DIN: 00037526



Naveen R Shetty
Director
DIN: 00058779

Place : Hubli
Date : 09.12.2020

NAVEEN HOTELS LIMITED
REGD OFFICE: MURUDESHWAR BHAVAN, GOKUL ROAD, HUBLI 580 030
CIN: U55101KA1975PLC002762

ANNEXURE-E

DETAILS PURSUANT TO SECTION 134 AND RULE 5 (2) (i) OF THE COMPANIES ACT, 2013

Period Covered: April 01, 2017 to March 31, 2019

Sl. No.	Name of the Employee	Designation in the Company	Qualification	Age (in years)	Experience (in years)	Date of Joining or Appointment	Amount	Previous Employment
1.	Not Applicable since none of the employees are drawing remuneration more than Rs.8.5 lakhs per month or Rs.102 lakhs per annum.							

**By Order of the Board
For Naveen Hotels Limited**



Satish R Shetty
Vice Chairman & Director
DIN: 00037526



Naveen R Shetty
Director
DIN: 00058779

Place : Hubli
Date : 09.12.2020