

ADVANI HOTELS & RESORTS (INDIA) LIMITED

ANNUAL REPORT | 2021 - 2022











Corporate Information

CHAIRMAN & MANAGING DIRECTOR
Sunder G. Advani

EXECUTIVE DIRECTOR
Haresh G. Advani

**CHIEF EXECUTIVE OFFICER
& WHOLE-TIME DIRECTOR**
Prahlad S. Advani

DIRECTORS
Prakash V. Mehta
Vinod Dhall
S. D. Israni
Adhiraj Harish
Admiral Sureesh Mehta (R)
Ragini Chopra
Menaka S. Advani
Nina H. Advani

CHIEF FINANCIAL OFFICER
Ajay G. Vichare

COMPANY SECRETARY
Nilesh Jain
(till April 15, 2022)

BANKERS
Saraswat Bank

STATUTORY AUDITORS
JMT & Associates
Chartered Accountants
(till September 27, 2022)

SOLICITORS
Malvi Ranchoddas & Co.

REGISTERED OFFICE
18 Jolly Maker Chambers II
Nariman Point
Mumbai 400 021

RESORT LOCATION
Caravela Beach Resort
Varca Beach, Salcete
Goa 403 721

**REGISTRAR AND
SHARE TRANSFER AGENTS**
Datamatics Business Solutions
Limited
Plot No. B-5, Part B
Cross Lane,
MIDC Marol
Andheri East
Mumbai 400 093



Contents

10

Message from
the Chairman
& Managing
Director

15

Financial
Summary
Table

16

Caravela
Wedding
Snapshots

61

Notice

71

Directors'
Report

89

Management
Discussion
and Analysis

95

Report on
Corporate
Governance

112

Auditors'
Certificate
on Corporate
Governance

114

Independent
Auditors'
Report

122

Balance
Sheet

123

Statement
of Profit
and Loss

125 & 126

Cash Flow Statement

127

Notes to
Financial
Statements

173

Resort
Photos

MESSAGE FROM OUR CHAIRMAN & MD



Sunder G. Advani

Dear Fellow Shareholders,

It is a great pleasure for me to address you on behalf of our Board of Directors at the 35th Annual General Meeting of your Company. I have had the good fortune of being the Chairman and Managing Director of your Company since its formation 35 years ago. From the early years you have noticed how we have successfully navigated through the difficult challenges we have faced, such as the start of the Gulf War when we opened our 5-Star Deluxe Resort in Goa in 1990 and more recently, the COVID-19 pandemic that brought the entire hospitality industry to its knees.

GDP & its Correlation with the Hospitality Industry:

People travel after their basic needs for food, shelter and clothing have been met. The GDP of a country is one such indicator. The 7 countries with the highest GDP are the United States, China, Japan, Germany, India (which has now surpassed the GDP of the UK to become the world's fifth largest economy), the UK and France. The world stopped travelling, but our robust GDP and the domestic market kept Goa alive!

As per the World Travel & Tourism Council (WTTC), the contribution of Travel and Tourism to the World's GDP declined from 10.3% in 2019, to 5.3% in 2020 and recovered to 6.1% of GDP in 2021. As per the research published by the WTTC, the number of jobs in the hospitality industry globally declined from 319 million in 2019, to 271 million in 2020 and increased marginally to 289 million in 2021.

The growth of the hospitality industry is directly correlated with the growth of GDP. As per the National Statistical Office of the Government of India, India's GDP in 2021 - 2022 was 8.7% higher compared to the Financial Year 2020 - 2021.

According to the WTTC, our industry contributed 7.0% of the total GDP of India in 2019, but our industry's contribution to GDP declined to 4.3% of the total GDP in 2020 and recovered to 5.8% of GDP in 2021. Foreign tourists spent US \$34.3 billion in India in 2019, which declined to US \$14.5 billion in 2020 and to US \$8.8 billion in 2021.

A recent study conducted by WTTC (India Initiative) has concluded that the Government of India should target 8 countries, the USA, UK, Germany, France, Russia, Japan, Italy and Spain for their promotion efforts.

As far as number of jobs in India, this industry contributed 42.7 million jobs in 2018, which declined to 29.1 million jobs in 2020 and recovered slightly to 32.1 million jobs in 2021.

The Importance of the Hospitality Industry in India:

India has a competitive advantage to succeed in the hospitality industry, since labour costs, (which account for the largest expense) are relatively low. Moreover, providing service with a smile comes naturally!

In our country the biggest challenge is to provide steady jobs, at good salaries, for the increasing number of unemployed youth. The hotel industry is known to pay reasonable salaries and provide a great exposure. It is relatively inexpensive to train young people. Hence the hospitality industry needs to be encouraged. One needs to realize that when foreign tourists visit a hotel in India, they add to the economy of our country. Hence, this amounts to an Export. On the other hand, when a person from India visits another country for tourism, they add to the economy of that country and create an outflow of our foreign exchange.

Our Honourable Prime Minister Shri Narendra Modi has recognized this. He addressed our Indian diaspora in Denmark in May 2022 and urged them to invite at least five of their non-Indian friends to visit India.

The June 2022 quarter is the second best quarter in the history of the Company after the December 2021 quarter.

It is pertinent to note that in the quarter ended June 2022, the Company has achieved an EBITDA of approximately Rs. 9.67 crores (41.7%), on a turnover of approximately Rs. 23.2 crores.

Thus, the EBITDA of Rs. 9.67 crores achieved during the quarter ended June 2022 is more than 50.0% of the annual pre-COVID EBITDA of Rs. 18.02 crores that was achieved over the entire Financial Year of 2019 - 2020.

I made a 45-minute presentation at our Indian Embassy in Washington and the Consulate in New York three months ago, to attract NRI's and their friends to visit Goa and specially to our Caravela Beach Resort.

At a recent meeting of Niti Aayog, with his long-term vision, our Honourable Prime Minister asked the States to focus on promoting 3T's - Trade, Tourism, Technology, with a view to reduce imports and increase exports.

Our country's imports and the Current Account Deficit have risen drastically as a result of the increase in the cost of petroleum products. Thus, there is a greater urgency to increase our foreign exchange earnings through Exports and Inbound tourist arrivals.

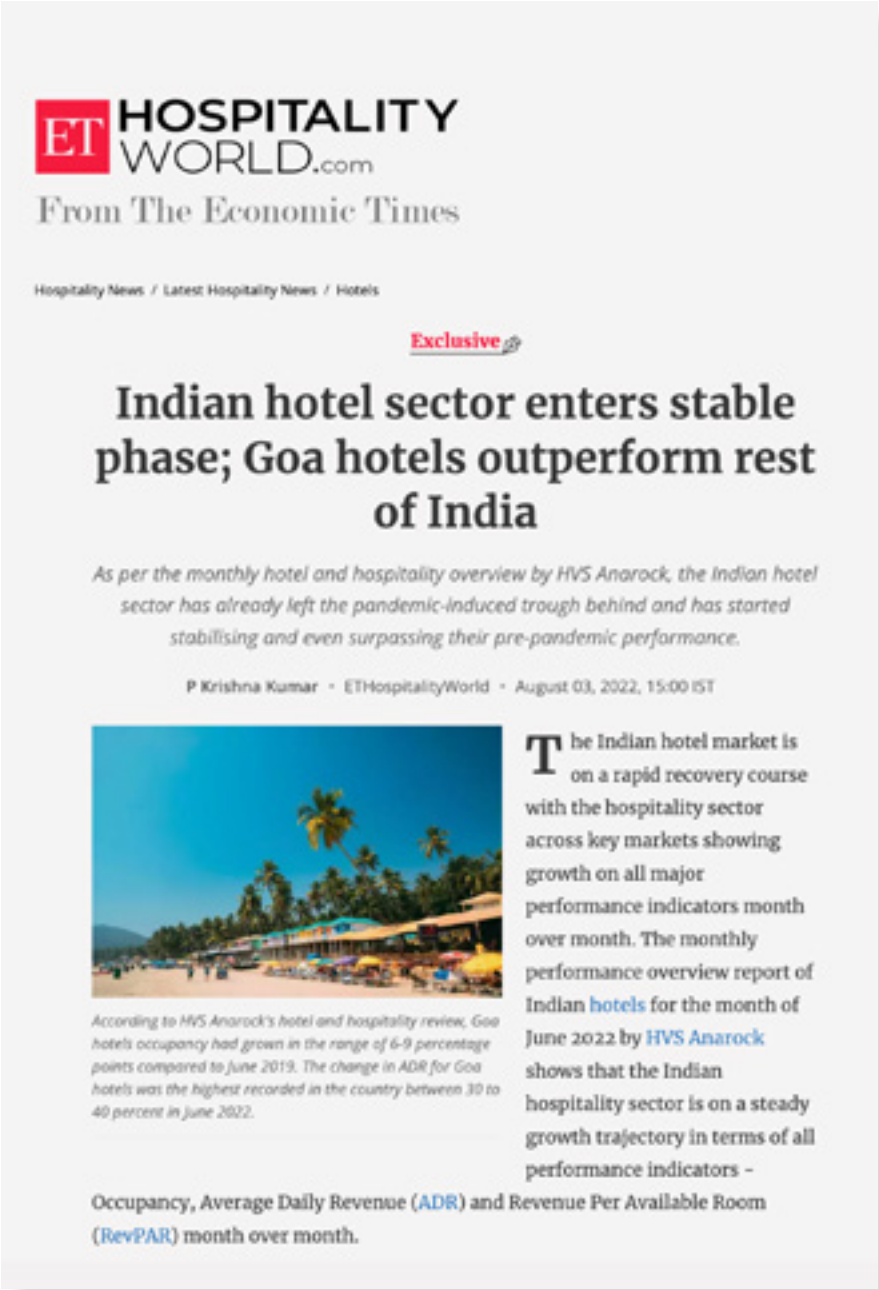
Foreign Source Markets:

As per the study made by the Ministry of Tourism, Government of India entitled 'India Tourism Statistics 2021', the USA provided the largest number of tourists to India. Many of these consisted of persons of Indian origin now settled in the USA. These tourists had the longest stay of 32.6 days in India. My efforts have always been to increase the revenues from foreign tourists to India and Goa.

Revenues from tourism are more important than the number of tourists, as due to their significant length of stay, these higher revenues per tourist contribute in a significant way to tax collection for India. Studies conducted by the Ministry of Tourism, show that the largest expenditure made by foreign tourists in India is on hotel accommodation. GST

revenues will be higher if tourists stay in higher-category rooms priced over INR 7,500 per day, which attract a GST rate of 18%, as compared to a GST rate of between 5% to 12% on cheaper accommodations. For this reason, I made a 45-minute presentation at our Indian Embassy in Washington and the Consulate in New York three months ago, to attract NRI's and their friends to visit Goa and specially to our Caravela Beach Resort. The persons of Indian origin in the USA have the highest income levels of any ethnic group in the USA. With this target audience in mind, I was interviewed by Ms. Neeta Bhasin, who has an online channel, catering to the NRI community in the USA.

Most countries try to attract high-spending tourists, as they have the means to spend on other items like shopping,



sightseeing, entertainment, etc. Moreover, this category of tourists are not as adversely affected as others due to inflation and the loss of income due to COVID.

A recent study conducted by WTTC (India Initiative) has concluded that the Government of India should target 8 countries, the USA, UK, Germany, France, Russia, Japan, Italy and Spain for their promotion efforts.

The Ukraine war will have an adverse impact on travel originating from Russia and Ukraine to Goa. The UK is the oldest market for India and tourists will continue to come to Goa once the E-Tourist Visas are reinstated. NRI's from the USA are a potential market for get-togethers with family members.

Domestic Tourism will continue to grow, but at a reduced rate, as pent-up demand has more or less been satisfied. More countries are laying out the red carpet for Indian tourists, as we are considered high-spenders. Thailand has opened up for Indian tourists and is offering reasonable airfares and hotel prices, which will make Thailand a more attractive destination for us Indians.

Financial Performance of the Hotel and the Company in 2021 - 2022:

Our Company has not only survived after facing various challenges over the years, but has emerged stronger each year.

The second wave of COVID occurred in the first quarter of the Financial Year 2022. As a result, our Resort was not operational from May 5, 2021 to August 12, 2021 or 27% of the Financial Year. The hospitality industry continued to be adversely impacted by the pandemic till mid-August 2021 and has revived thereafter. This is partly because of the successful vaccination drive by the Government of India, which resulted in instilling confidence among potential travellers.

Compared to 2020 - 2021, our Total Income is up by 85% in the Financial Year 2021 - 2022. We achieved an EBITDA of INR 116.5 million for the Financial Year 2021 - 2022, as compared to a Loss of INR 19.9 million in the previous year. We even declared a healthy dividend of 70%.

Financial Performance of the Hotel and the Company in 2022 - 2023:

(₹ in Million)

Particulars	Quarter ended June 2022	Quarter ended June 2021	Quarter ended June 2020	Quarter ended June 2019
Total Income	231.6	21.0	2.0	165.7
EBITDA	96.7	-46.2	-55.0	30.9
EBITDA %	41.7%	N.A.	N.A.	18.7%
Net Profit After Tax	67.5	-40.7	-47.4	18.8
Liquid Fund Reserves	276.2*	72.2	80.9	139.0

* (after deducting a Dividend Payout of Rs. 64.7 million in June 2022).

As can be seen from the above table, the Company's operational performance / efficiency has improved significantly from the pre-COVID year of 2019. The June 2022 quarter is the second best quarter in the history of the Company after the December 2021 quarter. It is pertinent to note that these outstanding quarterly financial performances have been achieved after the COVID-19 period, due to the streamlining measures and revenue management decisions implemented by our CEO and Whole-Time Director, Mr. Prahlad S. Advani.

It is pertinent to note that in the quarter ended June 2022, the Company has achieved an EBITDA of approximately ₹ 96.7 million (41.7%), on a Total Income of ₹ 231.6 million. By contrast, prior to COVID-19, in the entire Financial Year of 2019 - 2020, the Company had an EBITDA of approximately ₹ 180 million, on an annual Total Income of ₹ 711.6 million.

Thus, the EBITDA of ₹ 96.7 million achieved during the quarter ended June 2022 is more than 50.0% of the annual pre-COVID EBITDA of ₹ 180 million that was achieved over the entire Financial Year of 2019 - 2020 and this significant increase in the EBITDA has been accomplished in a quarter that is not the peak-season of Goa!

We have already received a significant number of bookings from one of the largest Tour Operators from the United Kingdom for the months of November, December, January and February.

The Total Income for the period upto August are up from INR 37 million to INR 340 million. For the 5-month period, our average Occupancy was 74% compared to 12%. **We are delighted to achieve this performance without a brand and with our own management.**

Assuming that there are no disruptions due to external uncontrollable factors, such as COVID-19, Monkeypox, nuclear conflict, etc. and assuming ‘*Ceteris Paribus*’, we are projecting an annual Total Income ranging from Rs. 800 million to Rs. 850 million and a corresponding EBITDA of approximately Rs. 300 million in the current Financial Year 2022 - 2023.

There is a limited supply of new hotel rooms expected in Goa in the near future. The high percentage of occupancy we have experienced over the last Financial Year has been achieved without compromising on our average room rates. Much of the business is as a result of our beach-front location in Varca. TripAdvisor has awarded our Varca Beach with the Travellers’ Choice 2022 Award, for being amongst the Top 10 beaches in all of Asia!

We have already received a significant number of bookings from one of the largest Tour Operators from the United Kingdom for the months of November, December, January and February. We received Charter flights from Kazakhstan last year and they will continue to expand their flights into Goa. One of our competing countries, Sri Lanka, has been adversely affected by a collapse of their economy and law and order.

Goa is a favourite destination for Meetings, Incentives, Conferences and Exhibitions (MICE). These have already re-started in full swing. Goa is also a favourite destination for Weddings. Our Resort has many competitive advantages to cater to the Wedding Segment (as can be seen in the section titled ‘Caravela Weddings’ in this Annual Report).

As far as individual travellers are concerned, they will continue to come to Goa, as many will hesitate to travel abroad given the high airfares and uncertain situations in different parts of the world.

The opening of the new Mopa Airport has been delayed due to various reasons.

The Government of Goa has announced that they wish to make Goa as the Cruise Capital of India. The Marmugao Terminal, where cruise vessels will continue to dock, is only 45 minutes from our Resort and close to Dabolim Airport.

Policies that will Increase the Revenue from Tourism:

- The Government of India can assist in increasing foreign tourist arrivals by allowing those who arrive by Charter flights into Goa to depart by a scheduled flight or vice versa.
- Furthermore, some incentives should be provided by the Government to those bringing in foreign charters.
- Tourists should get a refund of the tax component paid on their purchases at the port of their departure.
- Free Visas-on-Arrival for tourists for upto 30 days should be encouraged for citizens of USA, UK and Schengen countries.
- The SEIS scheme to hoteliers should be increased to 10% of net foreign exchange earnings of the previous year. The payment received by hoteliers in Rupees from foreign guests should be treated as foreign exchange earned for the purpose of calculating the SEIS benefits.

Acknowledgments:

I thank our Board of Directors for their immense support and advice to me all these years. A special thanks to our Shareholders, Tour Operators, Travel Agents, Booking.com, Make My Trip. A special thanks to our repeat guests who have been the pillar of our strength and resilience over the years. We are grateful to our Employees, Bankers and Government officials in the Ministry of Finance, Home, Commerce, External Affairs, Tourism, Civil Aviation, Labour, Road Transport and Niti Aayog. We are thankful to the Government of Goa, especially the Honourable Chief Minister. We also thank the Village Panchayat of Varca for their continuous support.

Sunder G. Advani
Chairman & Managing Director

Financial Summary

₹ in Millions								
Particulars	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15
Gross Revenue (inclusive of Taxes)	618.9	327.8	833.5	858.1	765.8	-	-	-
Net Revenue	522.2	281.8	711.6	717.3	638.2	608.6	540.2	490.3
Total Room Nights Sold (Numbers)	32,965	23,515	57,303	59,815	56,485	57,403	52,234	52,725
Average Occupancy (%)	69.1%	66.3%	80.0%	82.8%	79.2%	79.7%	72.0%	71.7%
Average Revenue Per Occupied Room per night (RevPOR) (₹)	15,585	11,681	12,090	11,749	11,018	10,367	10,110	9,030
Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA)	116.5	-19.9	180.2	176.4	164.9	183.7	144.7	117.2
EBITDA Margin (%)	22.3%	-7.1%	25.3%	24.6%	25.8%	30.2%	26.8%	23.9%
Depreciation and Amortization	28.7	32.7	37.4	36.5	35.2	36.9	40.5	45.1
Earnings Before Interest and Taxes (EBIT)	87.8	-52.6	142.8	139.9	129.7	146.8	104.2	72.1
EBIT Margin (%)	16.8%	-18.7%	20.1%	19.5%	20.3%	24.1%	19.3%	14.7%
Interest / Finance Costs	0.6	2.0	2.3	0.6	0.6	3.2	10.4	16.9
Interest / Finance Income	4.9	3.6	7.4	8.4	3.8	1.5	0.8	0.4
Profit Before Tax (PBT)	87.2	-54.5	140.5	139.3	129.1	143.6	93.8	55.2
PBT Margin (%)	16.7%	-19.3%	19.7%	19.4%	20.2%	23.6%	17.4%	11.3%
Current Tax	10.2	-	36.4	40.5	42.7	50.0	29.4	17.3
Deferred Tax	12.0	-13.8	-8.2	-16.5	1.0	2.9	0.7	2.3
Tax for Earlier Years	0.0	0.1	-0.3	1.6	-0.9	1.4	-0.3	-0.4
Total Tax	22.2	-13.7	27.9	25.6	42.8	54.3	29.8	19.2
Tax Rate (%)	25.2%	25.2%	25.2%	29.1%	34.6%	34.6%	32.5%	32.5%
Profit After Tax (PAT)	65.1	-40.8	112.6	113.7	86.3	89.3	64.0	36.0
Average PAT Per Occupied Room per night (₹)	1,974	-1,735	1,965	1,901	1,528	1,556	1,225	683
PAT Margin (%)	12.5%	-14.5%	15.8%	15.9%	13.5%	14.7%	11.8%	7.3%
Other Comprehensive Income (as per Ind AS)	1.0	0.3	0.2	-0.1	0.9	0.0	-	-
Earnings Per Share (₹)	1.4	-0.9	2.4	2.5	1.9	1.9	1.4	0.8
Dividend Per Share (₹) (including Final Dividend)	1.4	-	1.9	2.0	0.7	0.6	0.5	0.4
Dividend Percentage (Total)	70.0%	-	95.0%	100.0%	35.0%	30.0%	24.0%	21.0%
Dividend Payout (including Dividend Tax)***	64.7	-	105.9	111.4	38.9	33.4	26.7	23.3
Equity Capital (A)	92.4	92.4	92.4	92.4	92.4	92.4	92.4	92.4
Other Equity / Reserves & Surplus (B)	406.0	340.0	380.5	452.4	383.4	324.0	284.9	247.5
Shareholders Funds (A + B)	498.4	432.4	472.9	544.8	475.8	416.4	377.3	339.9
Long Term Debt and Vehicle Loans	1.3	2.1	3.3	4.4	5.1	4.8	64.6	147.3
Cash & Bank Balances Including Current Investments	262.9	140.5	127.6	192.6	126.9	32.1	7.8	9.6
Long Term Debt to Shareholders Funds (Ratio)	0.00	0.00	0.01	0.01	0.01	0.01	0.17	0.43
After-Tax Return on Equity (Shareholders Funds)	13.1%	-9.4%	23.8%	20.9%	18.1%	21.4%	17.0%	10.6%
Return on Assets	9.5%	-6.2%	15.7%	15.4%	13.2%	14.5%	10.1%	5.4%
Current Ratio	1.69	1.17	1.43	1.90	1.36	0.84	0.51	0.56
Cash Conversion Cycle (in Days)*	-10.8	-1.1	3.3	2.5	1.9	5.2	9.6	12.5
Operating Cash Flow (After-Tax)	130.5	19.1	178.2	150.4	153.9	140.1	124.4	97.7
Free Cash Flow for the Firm (FCFF)**	125.0	15.8	138.1	102.5	113.6	127.8	103.6	61.8
CSR Expenditure	1.0	2.8	2.8	2.5	2.0	1.3	0.5	-

* Cash Conversion Cycle = Days of Sales Outstanding + Days of Inventory Outstanding - Days of Payables Outstanding.
** Free Cash Flow for the Firm = EBIT x (1 - Tax Rate) + Depreciation & Amortisation - Changes in Working Capital - Capital Expenditure.
*** The Dividend for the Financial Year 2021 - 2022 has been paid-out in June 2022 and the Other Equity / Reserves & Surplus will reduce accordingly.



Caravela Weddings



Caravela Weddings



Caravela Weddings



Caravela Weddings







Caravela Weddings



Caravela Weddings



Caravela Weddings



Azadi Ka Amrit Mahotsav





Chief Minister of Goa, Dr. Pramod Sawant (seated fourth from right) and Mr. Rohan Khaunte, Minister of Tourism Goa (to his right) listened to the suggestions given by the WTTC (India Initiative) and other stakeholders. The photo features Mr. Sunder G. Advani standing behind the Chief Minister.



Mr. Sunder G. Advani was interviewed by Ms. Neeta Bhasin in New York to promote the Resort amongst NRI's.

Snapshots



The Consul General of India in Chicago, Mr. Amit Kumar, invited Mr. Sunder G. Advani to discuss how he could help promote the Caravela Beach Resort Goa in Chicago.



Mr. Sunder G. Advani was invited by the Embassy of India in Washington DC to promote the Caravela Beach Resort and Goa.



To,
Dr. Pramod Sawant
Honorable Chief Minister
Government of Goa

Dear Dr. Sawant,

I thank you for your assurance that foreign charter flights will be allowed to operate in Goa shortly. Thank you very much for pursuing this matter rigorously with the Central Government authorities.

I understand that a meeting was held with the Home Department and they have approved foreign charter flights to Goa. This is indeed good news.

I also understand that all foreign tourists coming on these flights will be subject to an RTPCR test on arrival at Goa airport. Since the results of the tests will not be available at the time that the foreign tourist leaves the airport, it would be advisable that the authorities can trace a foreign tourist if the RTPCR test result is positive. As such, the foreign tourist should have a confirmed hotel accommodation for a minimum of atleast 2 days at a hotel of minimum 3-star category so that he/she can be traced immediately. This condition is being put by the Government of Sri Lanka as well.

Thanking you again for all your efforts to revive foreign tourism to Goa.

With warm regards,
Sunder G. Advani

Chairman & Managing Director
Advani Hotels & Resorts (India) Limited

Letter by Mr. Sunder G. Advani to the Chief Minister of Goa, with respect to re-opening of foreign charter flights.



Mr. Sunder G. Advani had a meeting with Mr. Randhir Jaiswal, the Consul General of India in New York, where our CMD requested his assistance to promote the Caravela Beach Resort Goa.



Snapshots



Women's Day Celebrations



Caravela Beach Clean-up Drive



Christmas Celebrations



New Year Celebrations



New Year Celebrations



Digital Marketing Creatives



Here's a toast to all the women brightening our lives every day!

Wishing you a very Happy Women's Day!

#CaravelaBeachResortGoa #CaravelaExperiences
#CaravelaBeachResortGoa #InternationalWomensDay
#GirlPower



Kick-back and indulge in a moment of self-care, immersed in a rose petal bath at the #CaravelaBeachResortGoa

#CaravelaBeachResortGoa #DreamwithCaravela
#ilovegoa



We wish this New Year brings you....

Sandy toes and a sun-kissed nose,
Less worries and more sunshine,
Tan lines that fade and memories that last!
#DreamwithCaravela #ilovegoa



Sunshine, blue skies and pool time—welcome to your personal sanctuary

#CaravelaExperiences #Caravela #ilovegoa



#CaravelaBeachResortGoa collaborates with #StrangerAndSons for a delightful 'Bar Take-over'!

Head over to our Sunset Bar this Sunday, Feb 27th, 2022 between 5 -8pm and let the fun 'be-Gin'!

Exotic cocktails, finger-licking food and lounge music – all paired with this Award-winning, 'Made in Goa' Gin with it's perfect blend of Indian spices like black pepper, nutmeg, mace, coriander, liquorice, cassia bark, Angelica, juniper and aromatic citrus peels!

#CaravelaExperiences #InherentlyIndian #IndianSpirited
#HomeGrownGin #ilovegoa



Looking back on unforgettable memories made.

What was your favourite moment of your time in #Goa?

#CaravelaBeachResortGoa #DreamwithCaravela
#CaravelaExperiences #ilovegoa

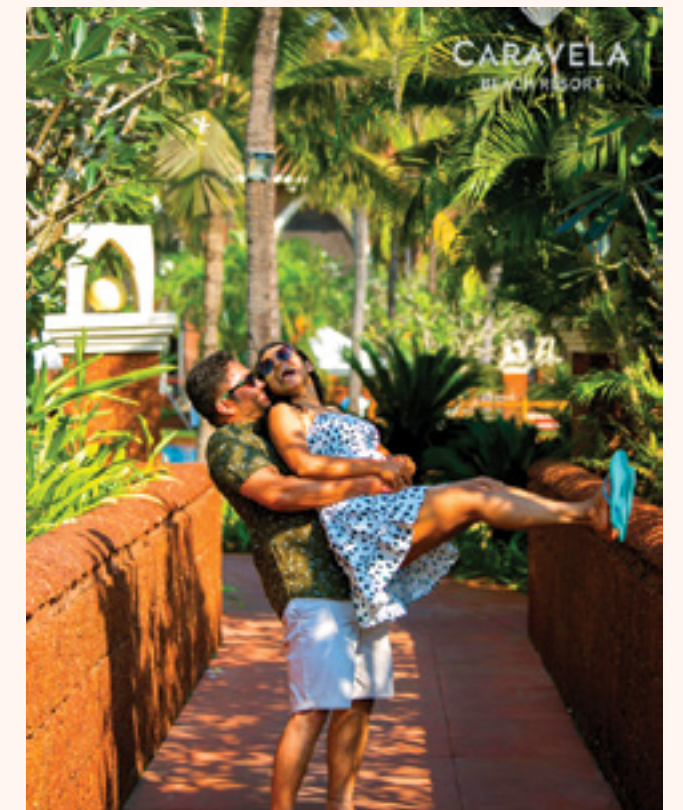


Celebrating Holi in the sweetest way!

Our irresistible Rainbow Cake is sure to turn your 'cheat day' into 'treat day'!

Wishing you a very Happy Holi!


#CaravelaBeachResortGoa #DreamwithCaravela
#CaravelaDining





The perfect little getaway to spend quality time with loved ones


#CaravelaBeachResortGoa #Caravela #DreamWithCaravela

Digital Marketing Creatives






Happiness is sun, sand and a delicious drink in the hand!
#CaravelaBeachResortGoa #DreamWithCaravela #Caravela








Surrounded by serenity, from our pool to our shores!
#CaravelaBeachResortGoa #Caravela #ilovegoa
#WakeupwithCaravela







Wish all mornings started like this...with a little slice of paradise
#CaravelaBeachResortGoa #DreamwithCaravela
#CaravelaExperiences #ilovegoa





True Luxury is all about being at ease...the feeling of unwinding, letting go and enjoying every moment.
Being present, without daily grind on your mind.
At #CaravelaBeachResortGoa, we offer you the ultimate indulgence.
#Caravela #DreamwithCaravela #ilovegoa





It's never too late for a stunning photoshoot in paradise. ☐☐
Our concierge can arrange a photoshoot to capture your special memories
#CaravelaBeachResortGoa #DreamwithCaravela
#CaravelaExperiences #ilovegoa





And that's the best thing about family getaways – memorable experiences that last forever!
Family fun made perfect at #CaravelaBeachResortGoa!
Please reach out to our Guest services to plan fun activities for your whole family from a Beach tug-o-war to Sand-castle making, Golf, Cricket, Beach volleyball, Dance lessons, Goan cooking, Cocktail Masterclass....and many more!
#Caravela #DreamWithCaravela #CaravelaFun





A window into the most perfect evening... ☐
Feet in the sand, your loved ones by your side and an indulgent evening with our Chef serving a special selection just for you!
#CaravelaBeachResortGoa #Caravela #DreamWithCaravela
#CaravelaDining #CaravelaExperiences #ilovegoa



Digital Marketing Creatives



Learn to make signature cocktails and drink them too! Sign up for a Cocktail Masterclass lesson with our expert bartender to take back a recipe or two and some flair!

How's that for a souvenir?

#CaravelaBeachResortGoa #beachbar #caraveladining #caravelaexperiences



99 problems but the beach ain't one of them!

#CaravelaBeachResortGoa #DreamwithCaravela #ilovegoa



Life looks better from a lounge chair!

Whether you want to enjoy a restful afternoon by our gorgeous pool, swim or enjoy a drink at the swim-up bar...your restful retreat awaits!

#CaravelaBeachResortGoa #DreamwithCaravela #CaravelaExperiences #ilovegoa



Valentine's Day looks great with us

#CaravelaBeachResortGoa welcomes you to join us and celebrate your day of love in style!

Indulge in a Chef's creative 4-course 'Dinner by the Beachside' with Live Music and Drinks!

For a booking, please call 88797 97178.

#Valentine #Valentines #CaravelaDining #DreamwithCaravela #ilovegoa



Our peaceful slice of paradise is calling out to you

A warm breeze in the air, the sound of palm fronds rustling in the wind and your sight set on total tranquility!

#CaravelaBeachResortGoa #Caravela #DreamWithCaravela #ilovegoa

Caravela Awards



We are proud to announce that at the 19th International Edition India Hospitality + F&B World Expo held in Goa, the #CaravelaBeachResortGoa and our Team have been awarded with these prestigious awards:

Goa's Best General Manager Biz Award was presented to our General Manager, Mr. Prasad Kanoth.

Top Housekeeping Professional Biz Award was presented to our Housekeeping Manager, Mr. Minguel Fernandes.

The Best Recreational Resort Biz Award Goa.

The Silver 2022 Award in the category of 'Waste to Wealth.'



At the 'Goa Hospitality Show 2022' our Housekeeping Manager bagged a Gold Certificate and our Food & Beverage Production Team bagged a Silver Certificate!



BOOKING.COM TRAVELLER
REVIEW AWARDS 2022

In February 2022,
the Caravela Beach Resort
Goa received the prestigious
Booking.com 'Traveller
Review Awards 2022' from
Glenn Fogel – the President
and Chief Executive Officer
of Booking.com; with an
overall rating of 8.4 points
(out of a maximum of 10.0
points), across 1,198 verified
guest reviews.

In the above letter, Mr. Fogel
states that this award is proof
that even in the midst of a
global pandemic, the Caravela
has consistently exceeded
travellers' expectations.

NOTICE

NOTICE is hereby given that the **35th Annual General Meeting** ("AGM") of the members of **ADVANI HOTELS & RESORTS (INDIA) LIMITED** will be held on Tuesday, September 27, 2022 at 2.00 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The venue of the meeting shall be deemed to be the Registered Office of the Company at 18 Jolly Maker Chambers II, Nariman Point, Mumbai - 400 021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2022, Statement of Profit and Loss for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend @ 70% (Rs. 1.40 per Equity Share) already paid during the year, as a Final Dividend for the Financial Year ended March 31, 2022.
3. To appoint a Director in place of Mrs. Nina H. Advani (DIN00017274) who, retires by rotation and being eligible, seeks re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Messrs J. G. Verma & Co, Chartered Accountants (Firm Registration No.:111381W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the 40th Annual General Meeting of the Members of the Company and that the Board of Directors of the Company be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Board of Directors and the Auditors."

For and on behalf of
ADVANI HOTELS & RESORTS (INDIA) LIMITED

SUNDER G. ADVANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00001365

REGISTERED OFFICE:
Advani Hotels & Resorts (India) Limited.
18 Jolly Maker Chambers II, Nariman Point, Mumbai 400021

CIN: L99999MH1987PLC042891
Website: <https://www.caravelabeachresortgoa.com>
E-mail: cs.ho@advanihotels.com

Place: Mumbai
Date: July 25, 2022

NOTES:

1. For the purpose of the Companies Act, 2013 ("Act"), the proceedings of the meeting shall be deemed to take place at 18 Jolly Maker Chambers II, Nariman Point, Mumbai 400021.
2. This AGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"); and SEBI Circular dated May 13, 2022, ref SEBI/HO/CFD/CMD2/CIR/P/2022/62.
3. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is Tel: 022-49186175, Tel: 1800-222-990.
4. Since, the AGM is being conducted through VC/OAVM mode; there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
5. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the AGM. However, the participation of members holding 2% or more is not restricted on a first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
6. Members can raise questions in advance via email upto 48 hours prior to the meeting. However, it is requested to raise the queries precisely and in short to enable to answer the same.
7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
8. Institutional / Corporate Shareholders (i.e. other than individuals / NRIs, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body resolution / authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to the company i.e. cs.ho@advanihotels.com.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") in case the Shares are held in electronic form and with the Registrar and Transfer Agent of the Company ("RTA") / Company in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in case the Shares are held in physical form.

Registration of Email ID:

- a) In case, the Shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.
- b) In case the Shareholder has not registered his/her/their emails address with the Company / its RTA / Depositories and or not updated the Bank Account mandate, the following instructions are to be followed:
 - i. Kindly log in to the website of the RTA, namely, M/s. Datamatics Business Solutions Limited, <https://www.datamaticsbpm.com> under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit OR
 - ii. In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- iii. Alternatively, Members may send an e-mail request to the email id: sunny_abraham@datamaticsbpm.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.

11. Members seeking any information with regard to any matter to be placed at the AGM are requested to write to the Company through an email on cs.ho@advanihotels.com.
12. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
13. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time, for the smooth and professional conduct of the AGM. The Company has also provided the facility to the Members to ask questions to the panelist via an active chat-board during the AGM and the same would be responded by the Company appropriately
14. To support the 'Green Initiative', the members who have not registered their email address are requested to register the same with the RTA / Depositories.
15. The business set out in the Notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by NSDL are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the Shareholders may write to the Registered Office of the Company.
16. Members holding Shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e., M/s. Datamatics Business Solutions Limited quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the Shareholders holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014, the Company is pleased to provide the members to exercise their right to vote at Annual General Meeting of the Company by electronic means through E-voting facility provided through NSDL.
18. Mr. B. Narasimhan, Proprietor of M/s. B. N. & Associates, Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at <https://www.caravelabeachresortgoa.com> immediately after the declaration of the Result by the Chairman or any person authorized by him in writing and shall be communicated to the BSE and NSE within two working days i.e. September 29, 2022.
20. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding Shares in a single name may avail the facility of nomination in respect of the Shares held by them. Members holding Shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH13 to the Registrar and Share Transfer Agents. The said form is available on the Company's website. Further, members holding physical Shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

Form ISR – 3: For opting out of nomination by Shareholder(s)

Form SH -14: For cancellation or variation to the existing nomination of the Shareholder(s).

Members holding Shares in electronic form may contact their respective Depository Participant(s) for availing this facility

21. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 123 of the Companies Act, 2013, the Company will transfer unclaimed dividend amount pertaining to Dividend for the year 2014 - 2015 to the Investors Education and Protection Fund. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company and on the website of the Ministry of Corporate Affairs.

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.

E- VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 35th Annual General Meeting of the Company (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM, ("remote e-voting") will be provided by the RTA of the Company i.e. Datamatics Business Solutions Limited.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and General Meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting during the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at: <https://www.caravelabeachresortgoa.com/investor-relation.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on September 24, 2022 at 9:00 A.M. and ends on September 26, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2022, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode:

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders Login Method

Individual Shareholders holding securities in demat mode with NSDL.

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page, click on the "Beneficial Owner" icon under "Login", which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under 'Value Added Services'. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login", which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.

Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type Helpdesk details:

Individual Shareholders holding securities in demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no: 1800 1020 990 and 1800 22 44 30.

Individual Shareholders holding securities in demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode:
How to Log-in to NSDL E-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login", which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding Shares i.e. Demat (NSDL or CDSL) or Physical your User ID is:

- a) For Members who hold Shares in demat account with NSDL.
8 Character DP ID followed by 8 Digit Client ID
For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
- b) For Members who hold Shares in demat account with CDSL.
16 Digit Beneficiary ID
For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
- c) For Members holding Shares in Physical Form. EVEN Number followed by Folio Number registered with the Company
For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'Initial Password', which was communicated to you. Once you retrieve your 'Initial Password', you need to enter the 'Initial Password' and the system will force you to change your password.

- c) How to retrieve your 'Initial Password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'Initial Password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding Shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding Shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding Shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of Shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail to cs.ho@advanihotels.com with a copy marked to evoting@nsdl.co.in.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in

Process for those Shareholders whose email ID's are not registered with the depositories for procuring user ID and password and registration of e mail ID's for e-voting for the resolutions set out in this Notice:

- In case Shares are held in physical mode please provide Folio No., Name of the Share holder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA at investorsqry@datamaticsbbpm.com and mark cc to the Company at cs.ho@advanihotels.com.
- In case Shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) to our RTA at investorsqry@datamaticsbbpm.com and mark cc to the Company at cs.ho@advanihotels.com. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
- Alternatively, Shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholder holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for a better experience.

- Further, Members will be required to allow access to their Camera and use an Internet Service Provider with a good bandwidth speed to avoid any disturbance during the meeting.
- Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use a Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name/demat account number / folio number, email id, mobile number at cs.ho@advanihotels.com. The same will be replied by the Company suitably.

EXPLANATORY NOTE UNDER SECTION 102 OF COMPANIES ACT, 2013

Item No. 4:

Special Notice in terms of Section 140(4)(i) read with Section 115 of the Companies Act, 2013:

To appoint Statutory Auditors and fix their remuneration:

M/s. JMT & Associates, Chartered Accountants, were appointed as the Auditors of the Company by the Members, to hold office from the conclusion of 30th Annual General Meeting of the Company until the conclusion of 35th Annual General Meeting of the Company. M/s. JMT & Associates, Chartered Accountants, by their letter dated July 17, 2022, have expressed their unwillingness to be re-appointed as Auditor for the second term in the ensuing AGM of the Company to be held on September 27, 2022.

At the Meeting held on July 25, 2022, the Board of Directors has recommended the appointment of M/s. J. G. Verma & Co, Chartered Accountants as Statutory Auditors of the Company, in place of M/s JMT & Associates, Chartered Accountants, to hold office from the conclusion of this AGM until conclusion of 40th AGM of the Company on remuneration to be fixed by the Board of Directors, subject to the approval of the Members.

The resolution under this Item seeks the approval of the Members by an Ordinary Resolution for the said appointment of the new Auditors.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the foregoing resolution.

Your Directors recommend the Ordinary Resolution set-forth in Item No. 4 for your approval.



Particulars of Director seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2:

Name of Director	Mrs. Nina H. Advani
Appointed on	01.08.2014
Age	69 Years
Qualification	Graduate i.e. 'A' levels – Southampton, U.K.
Expertise	Business Administration
List of other Directorships	Regency Hotels Pvt. Ltd.
Chairmanship / Membership of other Committees of other Companies*	I. Chairman: Nil II. Member: Nil
No. of Equity Shares held in the Company	21,37,350 (4.62% of Paid- up Share Capital)
Inter-se relationship between the Board Members	Wife of Mr. Haresh G. Advani, Executive Director of the Company
Number of Board meetings attended during the Financial Year 2021 - 2022	8
Remuneration last drawn (including Sitting Fees, if any)	₹ 3,50,000 as Sitting Fees only

*Committee Chairmanship / membership includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Company (whether listed or not).

For and on behalf of
ADVANI HOTELS & RESORTS (INDIA) LIMITED

SUNDER G. ADVANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00001365

REGISTERED OFFICE:
Advani Hotels & Resorts (India) Limited.
18 Jolly Maker Chambers II, Nariman Point, Mumbai 400021

CIN: L99999MH1987PLC042891
Website: <https://www.caravelabeachresortgoa.com>
E-mail: cs.ho@advanihotels.com

Place: Mumbai
Date: July 25, 2022

DIRECTORS' REPORT

Directors' Report to the Members

The Directors take pleasure in presenting the 35th Annual Report of your Company together with the Audited Financial Statements for the year ended March 31, 2022.

1. FINANCIAL RESULTS:

Your Company's financial performance for the year ended March 31, 2022 is set out below:

(₹ in Millions)		
Particulars	March 31, 2022	March 31, 2021
Total Income	522.21	281.78
Profit / (Loss) before Depreciation, Finance Costs and Tax	116.52	(19.88)
Less: Depreciation	28.68	32.68
Profit / (Loss) before Finance Costs and Tax	87.85	(52.56)
Less: Finance Costs	0.61	1.95
Profit / (Loss) before Tax	87.24	(54.51)
Less: Provision for Taxation		
Current Tax	10.20	0.00
Deferred Tax Liability / (Asset)	11.96	(13.78)
Tax for earlier years	0.00	0.08
Profit / (Loss) for the year After Tax	65.08	(40.81)
Other Comprehensive Income (OCI) Net of tax	0.97	0.30
Total Comprehensive Income / (Loss) for the year	66.05	(40.51)
Profit brought forward from last year	151.09	191.60
Profit Available for Appropriation	217.14	151.09
Balance Profit carried to the Balance Sheet	217.14	151.09
Basic and Diluted Earnings per Equity Share of Rs 2/- each	1.41	(0.88)

INCOME:

Your Company achieved a Total Income of ₹ 522.21 million as compared to ₹ 281.78 million in the previous year, registering a growth of 85.3% on a year-to-year basis.

EARNINGS BEFORE INTEREST, DEPRECIATION TAX AND AMORTIZATION (EBIDTA):

The EBITDA increased from a Loss of ₹ 19.88 million to an EBITDA of ₹ 116.52 million in the current year.

FINANCE COSTS:

Interest Costs for the year decreased by 68.7% from ₹ 1.95 million to ₹ 0.61 million. Finance Costs are arising mainly due to the change in the definition of Finance Costs as per Ind AS 116. The Company still continues to be debt-free and maintains sufficient liquid reserves to meet our strategic and operational requirements even after declaring a 70% dividend.

PROFIT BEFORE TAX:

Profit Before Tax has increased from a Loss of ₹ 54.51 million to a Profit of ₹ 87.24 million.

PROFIT AFTER TAX:

Profit After Tax has increased from a Loss of ₹ 40.81 million to a Profit of ₹ 65.08 million.

2. COVID-19:

The Government of India had imposed 'lock-downs' across the country, from March 25, 2020. All airline, road and railway travel were suspended and hotels, offices, factories, schools, universities, restaurants, etc., were closed. The hotel business was severely and adversely impacted on account of COVID-19. The Company temporarily closed the operations of its Resort from March 25, 2020 till September 30, 2020. Resort operations restarted w.e.f. October 1, 2020 with strict precautions to safeguard hotel guests and employees from COVID-19.

The second wave of COVID occurred in the first quarter of the Financial Year 2022. As a result, our Resort was not operational from May 5, 2021 to August 12, 2021 or 27% of the Financial Year. The hospitality industry continued to be adversely impacted by the pandemic till mid-August 2021 and revived thereafter. This is partly because of the successful vaccination drive by the Government of India, which resulted in instilling confidence among potential travellers.

3. DIVIDEND:

The Board of Directors, at its meeting held on May 20, 2022, declared an Interim Dividend of ₹ 1.40 per Equity Share (70%).

4. TRANSFER TO RESERVES:

No amount has been transferred to Reserves during the year.

5. UPGADATION AND ADDITIONS:

The waterproofing of the North-Wing A-section and the remaining part of the Lobby was completed to protect the structural integrity of the buildings.

During the Financial Year 2021 - 2022, the Company has replaced the 3-Phase Centrifugal Blower in the Kitchen. The Company also procured a Toro ride-on mower to maintain the golf course. The company has procured three Horizontal Reach-in Refrigerators for the Main Kitchen and Cafeteria. DVR's and CCTV cameras were added to the surveillance system. As per the requirements of the Food & Beverage Production Department, a Gas Stove Burner, Electric Bain Marie, Air fryer and SS Insulated Cold Display Unit were also procured.

Lastly, the Company added new trolleys, telephones and Samsung televisions in the Resort.

In the first half of the Financial Year 2021 – 2022 when the Delta-variant struck India, to maintain safety of our employees, we closed the Resort for guests from May 4, 2021 to August 11, 2021. Subsequently, in January 2022, the Omicron-variant also adversely impacted the hotel business. Thus, in view of the COVID-19 pandemic, no other major upgradations and additions were done during Financial Year 2021 – 2022.

6. SUBSIDIARY / HOLDING COMPANY, ETC.:

The Company does not have any Subsidiary, Holding Company, Associate or Group Venture Company.

7. SUSTAINABLE DEVELOPMENT:

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

8. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in "Annexure A" of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The CSR policy is available on the website of the Company at www.caravelabeachresortgoa.com/investorrelations.

9. HUMAN RESOURCES DEVELOPMENT:

The Company has continuously adopted a structure that helps attract good external talent and incentivize internal talent to aspire towards higher roles and responsibilities. AHRIL's people-centric focus, provides an open work environment, fostering continuous improvement and development, has helped several employees realise their career aspirations during the year.

The Company is committed to provide a healthy and safe work environment to all employees. The Company's workplace policies and benefits, employee engagement and welfare initiatives have addressed stress management and promoted work life balance.

10. BUSINESS RISK MANAGEMENT:

The Company has a reasonable Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels, including documentation and reporting.

11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The details of Loans given, Guarantees given and Investments made, if any, and covered under the provisions of Section 186 of the Act, read with Companies (Meetings of Board and Its Powers) Rules, 2014 are given in the Notes to the Financial Statements forming part of this Annual Report.

12. VIGIL MECHANISM:

A fraud-free and corruption-free culture has been the core of the Company. The Company has established a vigil mechanism for reporting of genuine concerns through the Whistle Blower Policy. This Policy, inter alia, provides a direct access to the Chairman of the Audit Committee of the Company. The Whistle Blower Policy is posted on the Company's website at www.caravelabeachresortgoa.com/investorrelations.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

(a) Appointment / Reappointment:

Mrs. Menaka S. Advani was attaining the age of 75 years on August 12, 2021 and it was necessary to approve the continuation of her directorship on the Board of Directors of the Company.

The Board of Directors of the Company, at its meeting held on May 12, 2021, have recommended the continuation of Directorship of Mrs. Menaka S. Advani as a "Non-Executive Non-Independent Director" of the Company, considering her rich experience, expertise and immense contribution in the growth of the Company and the same was proposed via a postal ballot for the approval of the Members by way of a Special Resolution.

The Shareholders of the Company have approved the same by passing a Special Resolution via a postal ballot for the continuation of Directorship, beyond 75 years, under regulation 17 (1A) of SEBI LODR Regulations, of Mrs. Menaka S. Advani as a Non-Independent Non-Executive Director, liable to retire by rotation.

Mr. Sunder G. Advani was re-appointed as Chairman & Managing Director of the Company at the EGM of the Company held on March 19, 2018, for a period of 5 years i.e. from March 1, 2018 to February 28, 2023 and payment of remuneration for a period of 3 years from March 1, 2018 to February 28, 2021. Based on the recommendations of the Nomination and Remuneration Committee and the Board, his payment of remuneration for the remaining period of 2 years w.e.f. March 1, 2021 to February 28, 2023 was passed by way of a Special Resolution at the 34th AGM of the Company.

Mr. Haresh G. Advani was re-appointed as an Executive Director of the Company at the last EGM of the Company held on March 19, 2018, for a period of 5 years i.e. from March 1, 2018 to February 28, 2023 and payment of remuneration for a period of 3 years from March 1, 2018 to February 28, 2021. Based on the recommendations of the Nomination and Remuneration Committee and the Board, his payment of remuneration for the remaining period of 2 years w.e.f. March 1, 2021 to February 28, 2023 was passed by way of a Special Resolution at the 34th AGM of the Company.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than Sitting Fees for the purpose of attending meetings of the Board / Committee of the Company and professional services rendered by their firms.

(b) Retirement by rotation: In accordance with the provisions of the Companies Act, 2013, Mrs. Nina H. Advani, Director of the Company, retires by rotation and is eligible for re-appointment.

Further details about the Directors are given in the Corporate Governance Report as well as in the Notice of the ensuing Annual General Meeting being sent to the Shareholders along with the Annual Report.

(c) Independent Directors Declaration: The Independent Directors have submitted the Declaration of Independence, as required pursuant to Section 149 of the Companies Act, 2013 and provisions of the SEBI Listing Regulations, stating that they meet the criteria of independence as provided therein.

(d) Evaluation of the Board's Performance: In compliance with the Companies Act, 2013, and Regulation 17 of the SEBI Listing Regulations, the performance evaluation of the Board and its Committees were carried out during the year under review. More details on the same are given in the Corporate Governance Report.

(e) Policy on Directors appointment and remuneration: The Nomination & Remuneration Committee of Directors has approved a Policy for Selection, Appointment and Remuneration of Directors, which inter-alia requires that the Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board. The Policy also lays down the positive attributes / criteria while recommending the candidature for the appointment as a Director.

The Company follows a Policy on Remuneration of Directors, KMP and Senior Management Employees. The policy is approved by the Nomination & Remuneration Committee and the Board. The main objective of the said policy is to ensure that the level and composition of remuneration is sufficient to attract, retain and motivate the Directors, KMP and Senior Management Employees. The Remuneration Policy for the Directors and Senior Management Employees is given in the Corporate Governance Report.

(f) Familiarization Programme for Independent Directors: In compliance with the Regulation 25(7) of the SEBI Listing Regulations, the familiarization programme aims to provide Independent Directors with the hospitality industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments, etc., so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes.

The policy on Company's familiarization programme for Independent Directors and the details of familiarization programmes imparted to Independent Directors including the number of hours spent by each Independent Director in such programmes is posted on the Company's website at www.caravelabeachresortgoa.com/investorrelations

(g) Key Managerial Personnel: Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2022 are: Mr. Sunder G. Advani, Chairman & Managing Director, Mr. Haresh G. Advani, Executive Director, Mr. Prahlad S. Advani, Whole-Time Director, Mr. Nilesh Jain, Company Secretary and Mr. Ajay G. Vichare, Chief Financial Officer.

Mr. Ajay G. Vichare was appointed as a Chief Financial Officer of the Company w.e.f. September 9, 2021.

Mr. Nilesh Jain has resigned as Company Secretary and Compliance Officer of the Company w.e.f. April 16, 2022.

14. CORPORATE GOVERNANCE:

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013, and as stipulated under the SEBI listing regulations. A separate section on Corporate Governance under the listing regulations, along with a certificate from the Statutory Auditors confirming the compliance, is annexed and forms part of this Annual Report.

15. MANAGEMENT DISCUSSION AND ANALYSIS:

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

16. SECRETARIAL STANDARDS:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

17. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has designed and implemented a process-driven framework for Internal Financial Controls (IFC) within the meaning of the explanation in Section 134(5)(e) of the Companies Act, 2013.

The Company's internal controls system has been established on values of integrity and operational excellence. The formal and independent evaluation of internal controls and initiatives for remediation of deficiencies by the Internal Auditors has resulted in a sound framework for Internal Controls, commensurate with the size and complexity of the business.

The internal control framework essentially has two elements: (1) structures, policies and guidelines designed to achieve efficiency and effectiveness in operations and compliance with laws and regulations; (2) an assurance function provided by Internal Auditors.

The Company also has Standard Operating Procedures (SOPs) for various processes, which are periodically reviewed for changes warranted due to business needs. The Internal Auditors continuously monitor the efficiency of the internal controls / compliance with SOPs with the objective of providing to Audit Committee and the Board of Directors, an independent, objective and reasonable assurance of the adequacy and effectiveness of the organization's risk management, control and governance processes. This formalized system of internal control facilitates effective compliance of Section 138 of the Companies Act, 2013 and the SEBI Listing Regulations.

The Audit Committee meets regularly to review reports, including significant audit observations and follow-up actions thereon. The Audit Committee also meets the Company's statutory auditors to ascertain their views on Financial Statements including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal control system.

The Internal Auditors also assess opportunities for improvement in the business processes, designed to add value to the organization and follow-ups on the implementation of corrective actions and improvements in the business process after review by the Audit Committee.

For the year ended March 31, 2022, the Board is of the opinion that the Company has sound IFC, commensurate with the nature and size of the business operations, wherein controls are in place and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the existing controls and identify gaps, if any. It can implement new and / or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

There were no reportable incidents of fraud during the year within the meaning of Section 143 (12) read with Section 134 (3) of the Act.

18. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

(i) In the preparation of the accounts for the Financial Year ended March 31, 2022, the applicable Indian Accounting Standards have been followed and there are no material departures;

(ii) They have selected such accounting policies and applied them consistently and made judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit and loss of the Company for the year ended March 31, 2022;

(iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing fraud and other irregularities;

(iv) They have prepared the annual accounts for the Financial Year ended March 31, 2022 on a 'Going Concern' basis;

(v) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

(vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2021 - 2022.

19. STATUTORY AUDITORS:

M/s. JMT & Associates, Chartered Accountants (FRN 104167W) (erstwhile M/s. Amar Bafna & Associates before merger of the firm with JMT & Associates) were appointed as the Statutory Auditors of the Company in the 30th Annual General Meeting held on September 27, 2017 for a period of 5 years i.e. upto conclusion of 35th Annual General Meeting. M/s. JMT & Associates have expressed their unwillingness to be reappointed as the Statutory Auditors of the Company for the second term in the ensuing Annual General Meeting of the Company.

It is proposed to appoint M/s. J. G. Verma & Co, Chartered Accountants (ICAI Firm Registration No. 111381W) as the Statutory Auditors for a period of 5 years commencing from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting. M/s. J. G. Verma & Co. have consented to the proposed appointment, and confirmed that their appointment, if made at the ensuing Annual General Meeting would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. As required under SEBI (LIDOR) Regulations, 2015, M/s. J. G. Verma & Co., Chartered Accountants have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Audit Committee and the Board of Directors recommend the appointment of M/s. J. G. Verma & Co., Chartered Accountants as the Statutory Auditors of the Company from the conclusion of the 35th Annual General Meeting, till the conclusion of the 40th Annual General Meeting.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act

20. STATUTORY AUDITORS’ REPORT:

The Statutory Auditors’ Report to the Shareholders for the year under review does not contain any qualifications, reservations or adverse remarks or disclaimers.

The observations and comments given in the Auditors’ Report read together with the notes to the accounts are self-explanatory and hence, do not call for any further information and explanation under Section 134(3) of the Companies Act, 2013.

21. SECRETARIAL AUDITOR’S REPORT:

Pursuant to the requirements of the Companies Act, 2013, the Company has appointed Mr. Virendra G. Bhatt, Practicing Company Secretary, to undertake the Secretarial Audit of the Company, whose report dated July 25, 2022, is attached to this report as “Annexure B”.

The Secretarial Auditors’ Report and the Secretarial Compliance Report for the year under review does not contain any qualifications, reservations or adverse remarks or disclaimers and hence, do not call for any further information and explanation under Section 134(3) of the Companies Act, 2013.

22. FIXED DEPOSITS:

The Company has not accepted any deposits from the Public / Members under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS OR REGULATORS:

There are no significant material orders passed by the Regulators / Courts, which would impact the ‘going concern’ status of the Company and its future operations.

However, the members’ attention is drawn to the Statement on Contingent Liabilities in the notes forming part of the Financial Statements.

24. CODE OF BUSINESS CONDUCT:

As per the Listing Agreement, the Board has a ‘Code of Conduct’ in place whereby all Board Members and Senior Management have declared and complied with the said Code. A declaration to this effect signed by the Chairman & Managing Director has been obtained.

25. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREX EARNINGS AND OUTGO:

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014, the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in “Annexure C” hereto and forms part of this Report.

26. TRANSFER OF UNCLAIMED DIVIDEND & SHARES

During the year, the unclaimed dividend of Rs. 5.45 Lakhs pertaining to the 2013-14 Interim Dividend and 2014-15 Interim Dividend Accounts were transferred to the Investor Education & Protection Fund (IEPF) established by the Ministry of Corporate Affairs, within the prescribed time.

During the year, the Company has transferred 2,500 Equity Shares on which dividend has not been paid or claimed by the Shareholders for a period of seven consecutive years or more, to the Investor Education and Protection Fund (IEPF) established by the Ministry of Corporate Affairs.

27. DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND LISTING REGULATIONS

(i) EXTRACT OF ANNUAL RETURN:

As per the requirements of Section 92(3) read with Section 134(3)(a) of the Act and Rules framed there under, the Annual Return for the Financial Year 2021 - 2022 is available on the website of the Company at www.caravelabeachresortgoa.com/investorrelations

(ii) DIRECTORS:

The following persons are the Directors of the Company as on March 31, 2022:

Name of the Director	Designation
Mr. Sunder G. Advani	Chairman & Managing Director
Mr. Hareesh G. Advani	Executive Director
Mr. Prahlad S. Advani	Chief Executive Officer & Whole-Time Director
Mrs. Menaka S. Advani	Non-Executive Director
Mrs. Nina H. Advani	Non-Executive Director
Mr. Prakash V. Mehta	Independent Director
Dr. S. D. Israni	Independent Director
Mr. Vinod Dhall	Independent Director
Mr. Sureesh Mehta (Admiral)	Independent Director
Mr. Adhiraj Harish	Independent Director
Mrs. Ragini Chopra	Independent Director

Pursuant to the provisions of Section 152 of the Companies Act, 2013 (the “Act”), Mrs. Nina H. Advani (DIN: 00017274) is liable to retire by rotation and, being eligible, has offered herself for re-appointment.

MEETINGS OF THE BOARD:

The Board of Directors met 8 (Eight) times in the Financial Year 2021 - 2022. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report. The gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

(iii) COMMITTEES OF THE BOARD:

Your Company has duly constituted the Committees required under the Companies Act, 2013 read with applicable Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details pertaining to the following Committees are included in the Corporate Governance Report, which forms part of the Annual Report.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders’ Relationship Committee

(iv) RELATED PARTY TRANSACTIONS:

All the related party transactions are entered on arm’s length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and within the limits of the omnibus approval granted by the Audit Committee and Board of Directors. There are no materially significant related party transactions made by the Company

with the Promoters, Directors or Key Managerial Personnel, etc., which may have potential conflict with the interest of the Company at large or which warrants the approval of the Shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with a Related Party are provided in the Company's Financial Statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. A statement of all Related Party Transactions and transactions with a Related Party are presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. The statement is supported by the certificate from the CMD and the CFO. The Related Party Transactions Policy, as approved by the Board, is uploaded on the Company's website at: www.caravelabeachresortgoa.com/investorrelations

(v) POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in-line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress any complaints received on sexual harassment.

During the year under review, the Company has not received any complaint of sexual harassment from any of the women employees of the Company.

(vi) During the year under review, there was no occasion where the Board has not accepted any recommendation of the Audit Committee.

(vii) During the year under review, there has been no pendency of any proceedings against the Company under the Insolvency and Bankruptcy Code, 2016

(viii) During the year under review, there have been no instances of a One-Time-Settlement with any bank or financial institution.

28. PARTICULARS OF EMPLOYEES:

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report as "Annexure D".

Further, a statement showing the names and other particulars of employees drawing remuneration in excess of limits, as set out in the Rules 5(2) and 5(3) of the aforesaid rules, forms part of this report.

29. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year of the Company, to which the Financial Statements relate, and the date of this report.

30. ACKNOWLEDGEMENTS:

A special thanks to our Shareholders, Tour Operators, Travel Agents, Booking.com and Make My Trip. We are grateful to our repeat guests who have been the pillar of our strength and resilience over the years. We are grateful to our Employees, Bankers and Government officials in the Ministry of Finance, Home, Commerce, External Affairs, Tourism, Civil Aviation, Labour, Road Transport and Niti Aayog. We are thankful to the Government of Goa, especially the Honourable Chief Minister. We also thank the Village Panchayat of Varca for their continuous support.

For and on behalf of the Board of Directors

SUNDER G. ADVANI
Chairman & Managing Director
DIN: 0001365

Date: July 25, 2022
Place: Mumbai

ANNEXURE 'A' TO THE DIRECTOR'S REPORT
ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline of the CSR Policy of the Company.

The Company adopted the CSR policy on November 14, 2015 in compliance with the provisions of the Companies Act, 2013

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of the CSR Committee held during the year	Number of meetings of the CSR Committee attended during the year
1	Menaka S. Advani	Chairperson		
2	Nina H. Advani	Member	Not applicable (see note below)	
3	Adhiraj Harish	Member		

Note: As per section 135(9) of the Companies Act, 2013, where the amount to be spent by a Company under CSR does not exceed fifty lakh rupees, the requirement for constitution of the CSR Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such a Company. Accordingly, the CSR Committee was dissolved w.e.f. February 7, 2022.

3. Provide the web-link where the composition of the CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

Details are available on the website at www.caravelabeachresortgoa.com

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

Impact Assessment is not applicable since the average CSR obligation is less than ten crores rupees.

5. Details of the amount available for Set-Off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for Set-Off for the Financial Year, if any

Sr. No.	Financial Year	Amount available for Set-Off From Preceding Financial Years (in ₹)	Amount required to be Set-Off For the Financial Year, if any (in ₹)
1	2020 – 2021	6,34,716	Rs. 6,34,716 for FY 2021 – 2022
	Total	6,34,716	Rs. 6,34,716 for FY 2021 – 2022

6. Average Net Profit of the Company as per Section 135(5): ₹ 779.70 Lakhs

7. (a) Two percent of Average Net Profit of the Company as per Section 135(5): ₹ 15.59 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. - Nil

(c) Amount required to be Set Off for the Financial Year, if any - Nil

(d) Total CSR obligation for the Financial Year (7a+7b- 7c): ₹ 15.59 Lakhs

8. (a) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year including brought forward for earlier year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
15.95	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

(b) Details of CSR amount spent against ongoing-projects for the Financial Year: Not applicable

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project	Project duration	Amount allocated for the project (₹ in Lakhs)	Amount spent in the current Financial Year (in ₹ in Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Lakhs)	Mode of Implementation-Direct (Yes /No)	Mode of Implementation – Through Implementing Agency
	Not Applicable				Not Applicable					

(c) Details of CSR amount spent against **other than ongoing projects** for the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project	Amount spent for the project (₹ in Lakhs)	Mode of implementation - Direct	Mode of implementation - Through Implementing Agency	
				State, District		(Yes/No).	Name	CSR Registration number
1.	Training to promote rural sports, nationality recognized sports,	Project Sindhu	Yes	Goa, Salcete	3.02	No	NA	
2	'Asha Sadan'– a children's home for the care and protection of underprivileged children.	Women empowerment	Yes	Maharashtra, Mumbai	2.27	No	Maharashtra State Women's Council	CSR00004977
3	Caravela Stray Animal Welfare Project – Karuna	Animal welfare	Yes	Goa, Salcete	4.31	Yes	NA	Not applicable
	Total				9.60			

(d) Amount spent in Administrative Overheads - Nil

(e) Amount spent on Impact Assessment, if applicable - Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹. 9.60 Lakhs

(g) Excess amount for Set Off, if any: ₹. 6.35 Lakhs

Sr. No.	Particulars	Amount (₹ in Lakhs)
(i)	Two percent of Average Net Profit of the Company as per Section 135(5)	15.59
(ii)	Total amount spent for the Financial Year	9.60
(iii)	Amount brought forward from an earlier year	6.35
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for Set-Off in succeeding Financial Years [(iii)-(iv)]	Nil

9. (a) Details any Unspent CSR amounts for the preceding three Financial Years:

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹.)	Amount spent in the reporting Financial Year (in ₹.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹.)
				Name of the Fund	Amount (in ₹.)	Date of transfer.	
1.	Not Applicable						
	Total						

(b) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹.)	Amount spent on the project in the reporting Financial Year (in ₹.)	Cumulative amount spent at the end of reporting Financial Year. (in ₹.)	Status of the project - Completed / Ongoing.
1	Not Applicable							
	Total							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (asset-wise details): Not Applicable

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.,

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the Company has failed to spend two per cent of the Average Net Profit as per section 135(5): Not Applicable

Sunder G. Advani
Chairman & Managing Director

**ANNEXURE ‘B’ TO THE DIRECTORS’ REPORT
SECRETARIAL AUDIT REPORT**

Form No.: MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

To,
**The Members,
Advani Hotels and Resorts (India) Limited**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Advani Hotels and Resorts (India) Limited (hereinafter referred to as “the Company”). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s statutory registers, minute books, forms and returns filed with the Registrar of Companies (‘the ROC’), soft copy of the various records sent over mail as provided by the Company and other relevant records maintained by the Company and also the information provided by the Company, its Officers and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2022 (‘Audit Period’), prima facie 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:

I have examined the statutory registers, minute books, forms and returns filed with the ROC and other relevant records maintained by the Company for the Financial Year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (‘the Act’) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not Applicable during the Audit Period;
- (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, 2015;Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the Financial Year ended 31st March, 2022:-
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (d) 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;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

- (vi) I further report that, based on the Compliance Report of various Laws submitted by the Department Heads of the Company, I am of the opinion that the Company has prima facie proper system to comply with the applicable laws.
- (vii) I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has prima facie complied with the applicable provisions:
 - (a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.
 - (b) The Listing Agreements entered into by the Company with the Stock Exchanges read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the Audit Period, I am of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that:-

- 1. I have not examined the Financial Statements, Financial books and related financial Act like Income Tax, Sales Tax, Value Added Tax, Goods and Services Tax, ESIC, Provident Fund, Professional Tax, Foreign Currency Transactions, Related Party Transactions, including reconciliation of Bank balances etc., For these matters, I rely on the report of Statutory Auditor’s and their observations, if any, and notes on accounts in Financial Statement for the year ended 31st March, 2022.
- 2. The Board of Directors of the Company is duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during audit period were carried out in compliance with the provisions of the Act.
- 3. As per the information provided, the Company has prima facie given adequate notice to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except for the meetings held on shorter notice 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.
- 4. I was informed and I have observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were prima facie carried out unanimously.
- 5. There are prima facie adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 6. The Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers / files required by the concerned authorities and internal control of the concerned department.
- 7. During the Audit Period, as per the information provided by the Company, prima facie there were no instances of transaction in the securities of the Company during the closure of trading window.
- 8. During the Audit Period, there were no instances of:
 - i. Public / Rights / Preferential issue of shares / debentures / sweat equity etc.;
 - ii. Issue of equity shares under Employee Stock Option Scheme;
 - iii. Redemption / Buy- back of securities;
 - iv. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company’s affairs;
 - v. Merger / amalgamation / reconstruction etc.;
 - vi. Foreign Technical Collaborations.

I further report that:

- 1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- 2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

- 3. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
- 4. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
- 5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
- 7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
- 8. I have partially conducted online verification and examination of records, as facilitated by the Company due to prevailing conditions owing to Covid-19 for the purpose of issuing this Report.

Date: July 25, 2022
Place: Mumbai

Virendra G. Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 1439/2021

ANNEXURE ‘C’ TO THE DIRECTORS’ REPORT
ADDITIONAL INFORMATION

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 forming part of Directors’ Report for the year ended March 31, 2022:

A. CONSERVATION OF ENERGY:

(i) Steps taken or impact on the conservation of energy.

The use of energy is being optimized through improved operating methods.

During the year 2020 - 2021, the Company has installed an energy efficient Heat Pump. In the month of April 2021 itself, the Heat Pump reduced our consumption of diesel by around 250 to 290 litres per day.

On an annual basis, it will save us approximately 91,000 litres of diesel per year.

At the present cost of approximately Rs. 90 per litre of diesel, that amounts to a saving in diesel of approximately Rs. 81.90 lakhs per year.

In addition, the Heat Pump also provides a side benefit to the air-conditioning system of the hotel that is worth approximately Rs. 8.00 lakhs to Rs. 10.00 lakhs per annum.

This makes the estimated HLP savings to the Company approximately Rs. 89.90 lakhs to Rs. 91.90 lakhs per year.

Lastly, there will be further cost reductions, as the repair and maintenance expenses on the hot water boilers / hot water generators will reduce, (as they will not be used as much).

Even after taking into account the electricity consumption of the Heat Pump of Rs. 30.00 lakhs per annum, the guaranteed cost saving to the Company per year is approximately Rs. 59.90 lakhs to Rs. 61.90 lakhs.

(ii) Steps taken by the Company for utilizing alternative sources of energy:

(a) At present the Company does not use any alternate sources of energy. It will explore the use of solar energy in the medium-term.

(iii) The capital investment on energy conservation investments:

(a) The Company spent considerable amount on LED light bulbs and have replaced the existing light bulbs to conserve energy. This will also reduce energy bills in each month.

(b) In continuation of our energy saving drive, we have installed VFD’s (Variable Frequency Drives) on many motors. This has led to greater efficiency and a saving in electricity.

B. TECHNOLOGY ABSORPTION:

In the opinion of the Board, the required particulars pertaining to technology absorption under Section 134 of the Companies Act, 2013 read with Rule 8(B) of the Companies (Accounts) Rules, 2014, are not applicable, as the Hotel is a service industry and the Company does not have any manufacturing operations.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company’s foreign exchange earnings for the current year were ₹. 146.57 lakhs (previous year ₹. 59.20 lakhs). The total outgo in foreign exchange for the current year was ₹. 175.94 lakhs (previous year ₹. 53.90 lakhs).

ANNEXURE ‘D’ TO THE DIRECTOR’S REPORT
DISCLOSURES - REMUNERATION TO MANAGERIAL PERSONNEL

I. DISCLOSURE IN DIRECTORS’ REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

Sr. No.	Requirements	Disclosure	
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year	Name of the Director	Ratio
		Mr. Sunder G Advani, CMD	36
		Mr. Haresh G Advani, ED	25
		Mr. Prahlad S Advani, CEO & WTD	24
		For this purpose, Sitting Fees paid to the Directors have not been considered as remuneration.	
2	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the Financial Year. *The Working Directors were on a voluntary salary cut due to the adverse effects of COVID - 19 on the Hospitality Industry.	Mr. Sunder G Advani, CMD *	0%
		Mr. Haresh G Advani, ED *	0%
		Mr. Prahlad S Advani, WTD *	0 %
		Mr. Nilesh Jain CS	0%
		Mr. Ajay G. Vichare, CFO	11.4%
3	The percentage increase in the median remuneration of employees in the Financial Year:	During FY 2021 - 2022, the percentage increase in the median remuneration of employees as compared to previous year was approximately 0%.	
4	The number of permanent employees on the rolls of Company	There were 144 Employees (Executives 91 and confirmed workman 53) as on March 31, 2022.	
5	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Due to 2 nd wave of Covid-19 Pandemic, the Hotel was shut for around 3 months. Due to closure of business, no increments were given in the current year, except for few employees on their promotion / retention.	
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed.	

II. Information under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appt. and Rem. of Managerial Personnel) Rule, 2014

a. Top 10 Employees in terms of Remuneration drawn during the Financial Year:

Sr. No.	Emp. Name	Designation	Educational Qualification	Total Experience	Remuneration drawn in F. Y. 2021-22 (₹ in Lakhs)	Age	Previous Employment & Designation
1	Mr. Sunder G. Advani	Chairman & Managing Director	Strategic Hospitality Management / Financial Management Courses Cornell University (USA) Masters in Business Administration from the Wharton School (USA) B.S. – Business Administration Temple University (USA)	61 years	125.32	83 years	CMD, Hotel Airport Plaza, Mumbai

Sr. No.	Emp. Name	Designation	Educational Qualification	Total Experience	Remuneration drawn in F. Y. 2021-22 (₹ in Lakhs)	Age	Previous Employment & Designation
2	Mr. Haresh G. Advani	Executive Director	Graduate from the Cornell School of Hotel Administration USA	50 years	83.57	71 years	Director, Hotel Airport Plaza, Mumbai
3	Mr. Prahlad S. Advani	Whole-Time Director	Mr. Prahlad obtained a Bachelor of Science degree from the prestigious Cornell University School of Hotel Administration in the year 1999 with a focus in Financial Management. He received 'Academic Excellence Award' with Distinction in all subjects. The Dean of the College appointed him in a leadership role at a young age and conferred him with the title of 'Dean's Assistant'. Mr. Prahlad is also an alumnus of Harvard Business School and a member of the Young Presidents Organisation (YPO)	23 years	90.15	45 years	Deutsche Bank Alex Brown in U.S.A. as a Financial Analyst in the Investment Banking Division
4	Mr. Prasad Kanoth	Hotel Manager	Bachelor of Commerce	40 years	35.70	62 Years	Room Division Manager, Club Mahindra, Varca
5	Mr. Ajay Vichare	Chief Financial Officer (from September 9, 2021)	B. Com, CA (Inter)	28 years	33.50	52 Years	Manager Finance - United Phosphorus Limited Group
6	Mr. Nilesh Jain	Company Secretary	B.Com, LLB, ACS, ACMA	20 years	17.19	46 Years	CS, Rishiroop Limited
7	Mr. Amitava Paul	Executive Chef	B. HM	19 years	16.39	40 years	Chef in charge, Carlson Rezidor Hotel
8	Mr. Prashanta Kumar Nandi	Director of Revenue	Diploma in Hotel Management	15 years	15.91	37 years	Revenue Manager Fortune Select Regina
9	Mr. Iqbal Hassan	GM – Sales & Marketing	Diploma in Hotel Management	14 years	14.65	41 years	AVP Revenue & Management Sterling Holidays Resort

Sr. No.	Emp. Name	Designation	Educational Qualification	Total Experience	Remuneration drawn in F. Y. 2021-22 (₹ in Lakhs)	Age	Previous Employment & Designation
10	Mr. Luis R D'costa	Director Security & Surveillance	Dubai Police Academy, Security Professionals Course, Security Surveying & Design International Academy of Security Management and Security Coordination & Management, UK. NFPA 101 Life Safety Code, USA	37 years	13.72	62 years	Security Manager, Jumeriah Group of Hotels

III. Employees drawing remuneration of ₹.1.02 Crore or above per annum

Sr. No.	Emp. Name	Designation	Educational Qualification	Total Experience	Remuneration drawn in F. Y. 2020-21 (₹ in Lakhs)	Age	Previous Employment & Designation
1	Mr. Sunder G. Advani	Chairman & Managing Director	Strategic Hospitality Management Financial Management Courses Cornell University (USA) Masters in Business Administration from the Wharton School (USA) B.S. – Business Administration Temple University (USA)	61 years	125.32	83 years	CMD, Hotel Airport Plaza, Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS:

This discussion relates to the period between April 1, 2021 and March 31, 2022. We must point out that our hotel was operational from April 1, 2021 to May 3, 2021 and also from August 12, 2021 to March 31, 2022, or 73% of the Financial Year.

I. ECONOMY OF THE WORLD AND INDIA:

For the Calendar Year 2021, the GDP of the world was estimated at 6.1%, a negative growth of 3.1% when compared to the previous year. The United States had the highest GDP. China had the second highest GDP followed by Japan. Germany was the 4th largest economy. India in the 5th position had a GDP greater than that of the UK and France.

Due to various factors such as rising food and oil prices, the slowing down of the Chinese economy, the continuing war between Russia and Ukraine, the GDP for the world is expected to drop to 3.6% in the Calendar Year 2022. Most significantly, the International Monetary Fund has predicted that India's GDP grew by 9.2% in the Financial Year 2021 - 2022 and is expected to grow at 7.4% in the Financial Year 2022 - 2023. This is largely because the Government of India is spending large amounts on building infrastructure and has followed sound fiscal policies combined with political stability, which has increased the confidence levels of investors.

II. THE TOURISM AND HOSPITALITY INDUSTRY WORLDWIDE:

The World Travel & Tourism Council (WTTC) has estimated that this sector will globally contribute \$8.35 trillion to the world economy in 2022. The number of jobs contributed by this sector declined from 319 million, or 10.3% of total employment in 2019, to 271 million in 2020 and increased marginally to 289 million in 2021. As per the World Tourism Organization (WTO), international tourist arrivals worldwide were lower by 71.0% in 2020 as compared to 2019, but increased by 4.6% between 2020 and 2021.

Since the disruptive nature of COVID has reduced significantly, the travel and hotel industry should do well in the future. A return to normalcy is already appearing and expected to be complete in 2023. Over the long-run, the rate of growth of this sector is expected to be higher than the growth of GDP. The CEO's of all the major international hotel chains were all positive about the future of hotels at the recent NYU International Hotel Investment Conference in New York. They felt that individuals would take fewer, but longer holidays and prefer non-crowded places.

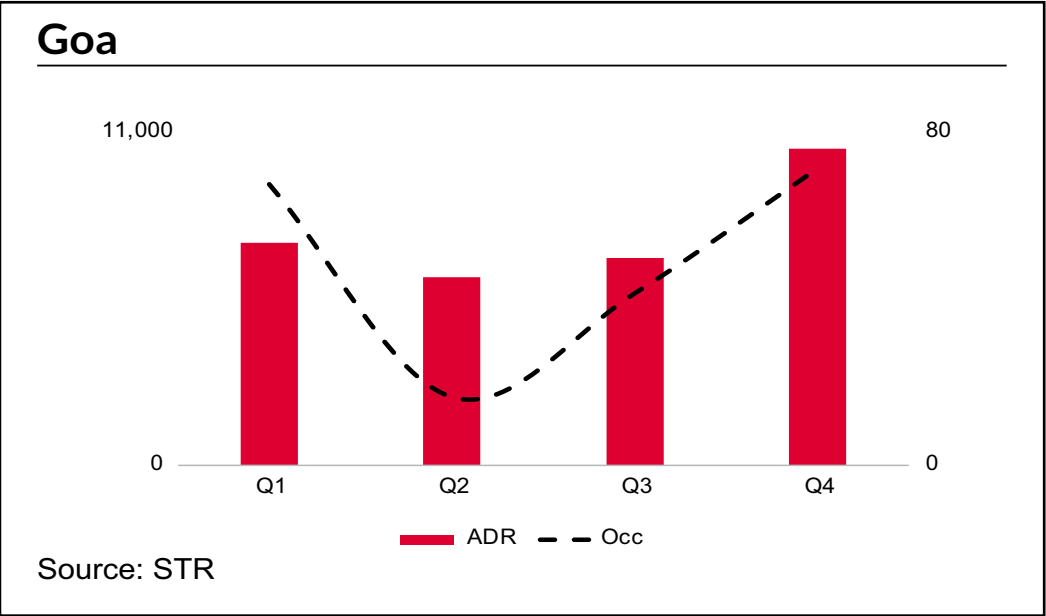
III. THE HOSPITALITY INDUSTRY IN INDIA AND GOA:

A study conducted by Horwarth Hotel Consultants entitled 'India Hotel Market Review 2021' aptly stated that *"this high employment and foreign exchange earning sector founded on hospitality, worked under inhospitable conditions"*.

For the Financial Year 2021 - 2022, the hospitality industry in India had a bad beginning. COVID cases reappeared under the Delta-variant strain in India in March 2021. India became the first country to report over 400,000 new cases in a day on April 30, 2021. Many hotels decided temporarily close their operations. We too closed our hotel in Goa on May 4, 2021 to protect our employees. When cases started to decline and people felt safe to travel, we reopened our Resort on August 12, 2021. Thus, we were fully closed due to the Delta-variant for 19.0% of the Financial Year and that has adversely impacted our results.

Thereafter, the industry has gone from strength to strength. This was partly because there was a pent-up demand. Weddings and small conferences were abundant. Families wanted to travel together. Moreover, all international flights out of India were not available, except from select cities to specific destinations on an Air-Bubble arrangement. All of these factors led to an increase in hotel occupancy in resort locations worldwide. People travelled to places which were not overly crowded and to resorts which had vast open spaces. Villas were in great demand even at exorbitant rates. The smaller cities did well and the larger metro cities suffered as there was a drop in business travel.

A study conducted by Horwarth reported that of the 12 major markets, Goa with an INR 8315 had the highest Average Daily Rate (ADR), followed by Jaipur at INR 5000 and Mumbai at an INR of 4900. Delhi, Gurugram and Kolkata had ADR above INR 4000. Moreover, the Revenue Per Available Room (REVPAR) in Goa had made strong gains between the Calendar Year 2020 and 2021 when compared to most places in India. The only places which made better gains in REVPAR were the States of Himachal Pradesh, Uttarakhand, Chandigarh and cities of Vizag, Udaipur and Jodhpur.



The above chart shows the ADR and Occupancy for Goa for each quarter of the Calendar Year 2021. The ADR for the quarter between October and December was the highest at about ₹. 11,000.

The starting of regular scheduled flights to India from all over the world from March 27, 2022 will increase the flow of foreign tourists to India.

The opening of the Mopa Airport in the future will help bring in more scheduled international flights and passengers to Goa from countries other than the UK, Russia and Kazakhstan. The road networks leading from Mopa airport to South Goa have been improved. The opening of the new parallel Zuari Bridge within one year will reduce the travel time between North and South Goa.

COMPANY BACKGROUND:

Advani Hotels & Resorts (India) Limited (hereinafter referred to as “the Company”) was incorporated as Ramada Hotels (India) Limited in 1987. From its inception, Ramada Inc. USA invested 10% of the Equity in a Joint Venture with the Advani family under a Franchise Agreement. The Company has been managed by Mr. Sunder G. Advani and his family. The 5-Star Deluxe Resort was the first hotel in India to have designed by WATG (USA), (the leading Architects for Resorts in the world) and the first to have a Golf Course as part of the Resort. The Company was the first in 1993 to operate an Electronic Casino in the hotel, then called the ‘Renaissance Goa Resort’, the upmarket brand of Ramada Inc. (USA). The Company owned the first full-fledged live-gaming casino in India after forming a subsidiary called “Advani Pleasure Cruise Company (Pvt.) Ltd.” in which our Company had a major stake. The Company operated the Hotel with the support of an international brand until 2017. The Company has performed even better after separation from the foreign collaborators under its own ‘Caravela’ brand.

The Company was able to get a strong foothold in the market as a first mover, having started operations in 1990. Most of the rooms have a view of the sea or the swimming pool or the golf course. The Resort has stood competition from newer hotels due to its location on one of the top-ten beaches in Asia and its architectural design.

The Company is very active in marketing to foreign tourists and large portion of the earnings were from foreign tourists. These will increase in the next few years. The Company has about 130,000 square metres of available FSI for expansion. A plan for an additional banquet hall has already been submitted for approval. The Working Directors are qualified in Business and Hotel Management from the best universities in the USA.

INTERNAL CONTROLS:

The Company has Internal Auditors who thoroughly examine various the aspects of the Hotel's operations and submit their reports to the Board of Directors regularly. The Management takes necessary actions based on their observations. Since we have only one unit, the controls are adequate.

FINANCIAL PERFORMANCE:

The detailed break-up for the last two financial years in shown below:

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Income		
Operating Revenues	5134.44	2746.83
Other Income	87.69	70.93
Total Income	5222.13	2817.76
Expenditure		
Food and Beverages Consumed	361.86	216.30
Employee Benefit Expenses	1708.41	1484.30
Depreciation and Amortisation Expenses	286.80	326.77
Other Operating and General Expenses	1986.59	1316.00
Total Expenditure	4343.66	3343.37
Profit / (Loss) Before Finance Costs and Tax	878.47	(525.61)
Finance Costs	6.07	19.50
Profit / (Loss) Before Tax	872.40	(545.11)
Tax Expense / (Benefit)	221.59	(136.99)
Profit / (Loss) After Tax	650.81	(408.12)

Some of the key performance indicators of the Financial Year 2021 – 2022 are below:

- Annual **Average Net Total Revenue Per Sold Room** per night, excluding GST (TrevPOR) was ₹. **15,585 per night** in 2021 – 2022, versus ₹. 11,681 per night in 2020 – 2021 and versus ₹. 12,090 per night in 2019 – 2020.

Thus, the Resort has **exceeded the Pre-COVID TrevPOR of 2019 – 2020 by 29%.**

- Annual Average **PAT Per Occupied Room** per night was ₹. **1,974 per night** in 2021 – 2022, versus minus ₹. 1,735 per night in 2020 – 2021 and versus ₹. 1,965 per night in 2019 – 2020. Thus, the Resort has exceeded the Pre-COVID Average PAT Per Occupied Room per night of 2019 – 2020.

- The Company's **Cash Conversion Cycle** (in days) in 2021 – 2022 further improved, to **minus 10.8 days**, versus minus 1.1 days in 2020 – 2021 and versus +3.3 days in 2019 – 2020. Thus, the Resort has improved its Cash Conversion Cycle in a much more favourable way, when compared to the Pre-Covid period of 2019 – 2020.

(The Cash Conversion Cycle (CCC), is one of several quantitative measures that help evaluate the efficiency of a Company's operations and management. A trend of decreasing or steady CCC values over multiple periods is a good sign).

- The Company is virtually debt-free and the **Cash and Bank Balances** of the Company further improved to ₹. **2628 Lakhs** as on March 31, 2022, versus ₹. 1405 Lakhs as on March 31, 2021 and versus ₹ 1276 Lakhs as on March 31, 2020. Thus, the Company has exceeded the Pre-COVID Cash and Bank Balances of March 31, 2020 **by 106%.**

- The Company's Earnings Before Interest, Taxes, Depreciation and Amortization (**EBITDA**) was Rs ₹. **1,165 Lakhs** in 2021 – 2022, versus minus ₹. 199 Lakhs in 2020 – 2021.

- The **After-Tax Return on Equity** (Shareholders Funds) was **13.1%** in 2021 – 2022, versus minus 9.4% in 2020 – 2021.

- The Company declared a **Dividend of 70.0%** versus 0.0% in the previous year.

An analysis of major items of Financial Statements are given below:

a) Income:

The summary of Total Income is provided in the table below:

Particulars	Year Ended		% Change
	March 31, 2022	March 31, 2021	
Room Income	3275.67	1753.23	86.8%
Food, Beverages & Banqueting Income	1591.78	889.96	78.9%
Other Operating Income	266.99	103.65	157.6%
Non-Operating Income	87.69	70.93	23.6%
Total Income	5222.13	2817.76	85.3%
Statistical Information:			
Total Revenue Per Occupied Room (TrevPOR)	15,585	11,681	33.4%

- i) Room Income for the year was higher by 86.8% from the previous year with an Average Occupancy at 64.0% and a Total Revenue per Occupied Room after deducting GST yielded ₹. 15,585. The Company witnessed a gradual recovery in occupancies in the third quarter of the Financial Year after the second wave (the Delta-variant) of the pandemic. Thereafter, occupancy dropped as a result of the Omicron-variant in January 2022 and rose sharply from mid-February onwards. TrevPOR across all the months remained healthy and peaked with occupancies during the year. We managed to register Total Income at 73.4% of the pre-pandemic levels of the Financial Year 2019 - 2020.
- ii) Food & Beverage Income for the year was higher by 78.9% from the previous year.
- iii) Other Operating Income primarily comprises income the from spa and health club, laundry, transportation, telephone among others. Other operating income increased by 157.6% over the previous year.
- iv) Non-Operating Income increased to ₹. 87.69 lakhs from ₹. 70.93 lakhs in the previous year. Income in the current year included income from Liquid Fund Investment of ₹. 41.46 lakhs vis-à-vis ₹. 22.41 lakhs in previous year.

b) Expenditure:

Total Expenses increased from ₹. 3362.87 lakhs to ₹. 4349.73 lakhs during the current year. The Company continued its path towards revival to consolidate its position after having responded with agility to the unprecedented situation caused by the COVID-19 pandemic in the previous year. While Total Income increased by 85.3%, Total Expenditure increased by 29.3% mainly due to increase in variable costs consequent to increased business activity and optimisation of fixed costs.

i) Food and Beverages Consumed:

Particulars	Year Ended		% Change
	March 31, 2022	March 31, 2021	
Food and Beverages Consumed	361.86	216.30	67.3%

Food and Beverages Consumed, which are variable in nature, increased with the increase in Income from Food, Beverage and Banqueting.

ii) Employee Benefit Expenses and Payment to Contractors:

Particulars	Year Ended		% Change
	March 31, 2022	March 31, 2021	
Employee Benefit Expenses	1708.41	1484.30	15.1%

Employee Benefit Expenses increased by 15.1% from ₹. 1484.30 lakhs in the previous year to ₹. 1708.41 lakhs in the current year. This was mainly due to an increase in employee costs commensurate with increase in business activities, discontinuation of the voluntary salary reductions and variable pay. During this period, the Company continued its emphasis on rationalisation of manpower through multi-skilling clustering and shared service approaches thereby optimising 'Staff to Room Ratios'.

iii) Depreciation & Amortisation Expenses:

Particulars	Year Ended		% Change
	March 31, 2022	March 31, 2021	
Depreciation & Amortisation Expenses	286.80	326.77	(12.2%)

Depreciation & Amortisation costs for the year decreased by 12.2% as compared to the previous year.

iv) Other Expenditure:

Particulars	Year Ended		% Change
	March 31, 2022	March 31, 2021	
Other Operating Expenses	1986.59	1316.00	50.9%

Other Operating Expenses increased by 50.9% from ₹. 1316 lakhs to ₹. 1986.59 lakhs in the current year. This was primarily due to an increase in variable costs corresponding to higher business volumes. This was reflected in power costs, maintenance, linen and room supplies, transportation, distribution costs in terms of commissions to travel agencies, credit card charges and costs of hosting banqueting events.

Cash Flow:

Particulars	Year ended	
	March 31, 2022	March 31, 2021
Net Cash from / (used for) Operating Activities	1304.82	186.98
Net Cash from / (used for) Investing Activities	(1315.19)	(114.60)
Net Cash from / (used for) Financing Activities	(84.99)	(25.07)
Net Increase / (Decrease) in Cash and Cash Equivalents	(95.36)	47.31

Operating Activities:

Net Cash Generated from Operating Activities during the year was ₹. 1304.82 lakhs, as compared to Net Cash Generated from Operating Activities in the previous year of ₹. 186.98 lakhs. This was mainly attributable to the improvement in our operating profit due to an increase in revenues.

Investing Activities:

During the year, Net Cash used for Investing Activities amounted to ₹. 1315.19 lakhs compared to a net use of ₹. 114.60 lakhs in the previous year. The investing activities mainly included investment of surplus funds in secure Liquid Funds.

Financing Activities:

During the year, Net Cash used for Financing Activities was ₹. 95.36 lakhs, as against cash generated of ₹. 47.31 lakhs in the previous year.

Key Financial Ratios for Standalone Financials:

Key Financial Ratios and their definitions are given in Note 42 of the Notes to the Standalone Financial Statements. Please refer to the Financial Summary section for a complete set of ratios.

As our Company is totally debt-free and have ample liquid reserves, we have reduced our risk profile and are more resilient when compared to other Companies.

Our Company can withstand any future shocks, such as but not limited to the COVID - 19 pandemic.

CORPORATE GOVERNANCE

The Directors present the Company’s Report on Corporate Governance for the year ended March 31, 2022.

1. Company’s philosophy on Corporate Governance:

The Company subscribes fully to the basic principles of good corporate governance, to increase the long-term value of the Company for all Shareholders and simultaneously de-risk the Company’s business model. The Company believes in values of transparency, professionalism, accountability and is also committed to continually evolving and adopting appropriate Corporate Governance best practices.

The Company’s governance structure broadly comprises the Board of Directors and the Committees of the Board.

Board of Directors – The Board plays a pivotal ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company, ensuring fairness in the decision making process, integrity and transparency in the Company’s dealing with its members and other stakeholders.

Committee of Directors - With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz.

- i) Audit Committee
- ii) Stakeholders’ Relationship Committee
- iii) Nomination and Remuneration Committee
- iv) Corporate Social Responsibility Committee (dissolved on February 07, 2022)
- v) Committee of Independent Directors
- vi) Trust & Management Committee (w.e.f. February 22, 2022)
- vii) Asset Monetization Committee (w.e.f. February 22, 2022) &
- viii) Investment Committee (w.e.f. February 22, 2022)

Each of these Committees has been mandated to operate within a given framework.

Management Structure - Management Structure for running the business of the Company as a whole is in place with the appropriate delegation of powers and responsibilities.

2. Board of Directors:

- (i) As on March 31, 2022, the Board comprises, three Non-Independent Executives, two Non-Independent Non-Executives and Six Independent Non-Executive Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (“the Act”) and represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.
- (ii) None of the Directors on the Board holds directorships in more than ten public companies. Further none of them is a member of more than ten Committees or Chairman of more than five Committees across all the public companies in which he / she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors. Mr. Sunder G. Advani is the elder brother of Mr. Haresh G. Advani and father of Mr. Prahlad S. Advani. Mrs. Menaka S. Advani is wife of Mr. Sunder G. Advani and mother of Mr. Prahlad S. Advani. Mrs. Nina H. Advani is wife of Mr. Haresh G. Advani.
- (iii) Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- (iv) As required by Regulation 25(1) of the SEBI Listing Regulations, Independent Directors are not serving as Independent Directors in more than seven listed companies and none of the Whole Time Directors of the Company serve as an Independent Director in any other listed Company.

(v) The names and categories of the Directors on the Board, their attendance at Board Meetings, AGM held during the year and the number of outside Directorships and Committee Chairmanships / Memberships held by them in other public companies as on March 31, 2022 are given herein below.

Name of Director	Category	No. of Board Meetings attended	Attendance at the last AGM held on November 30, 2021	No. of Outside Directorships #	No. of Committee Chairmanships / Memberships \$	
					Chairmanship	Membership
Mr. Sunder G. Advani, Chairman & Managing Director	Promoter Non-Independent Executive	8	Present	None	None	None
Mr. Haresh G. Advani, Executive Director	Promoter Non-Independent Executive	8	Present	None	None	None
Mr. Prahlad S. Advani, Whole-Time Director (Operations)	Promoter Non-Independent Executive	8	Present	None	None	None
Mr. Prakash V. Mehta	Independent Non-Executive	8	Present	6	3	5
Mrs. Menaka S. Advani	Promoter Non-Independent Non-Executive	8	Present	None	None	None
Mr. Vinod Dhall	Independent Non-Executive	8	Present	3	1	1
Adm. Sureesh Mehta (Retired)	Independent Non-Executive	7	Present	None	None	None
Mr. Adhiraj Harish	Independent Non-Executive	7	Present	2	None	3
Mrs. Nina H. Advani	Promoter Non-Independent Non-Executive	8	Present	None	None	None
Dr. S. D. Israni	Independent Non-Executive	8	Present	3	None	2
Mrs. Ragini Chopra	Independent Non-Executive	8	Present	1	None	None

Includes Directorships of Public Limited Companies (listed & unlisted) other than Advani Hotels & Resorts (India) Limited.

\$ Includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies (whether listed or not) other than Advani Hotels & Resorts (India) Limited.

(vi) During the Financial Year 2021 - 2022, 8 (Eight) Board Meetings were held on the following dates: 12th May, 26th June, 13th August, 8th September, 13th November in 2021 and 7th Feb, 22nd Feb and 29th March in 2022. The gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

(vii) During the year 2021 - 2022, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

(viii) The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.

(ix) During the year, one meeting of the Independent Directors was held on March 21, 2022. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Chairman of the Company and the Board as a whole.

(x) The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

(xi) The details of the familiarization programme of the Independent Directors are available on the website of the Company (<http://www.caravelabeachresortgoa.com/investor-relations>)

(xii) In the opinion of the Board, the Independent Directors fulfill the conditions specified in LODR and are independent of the Management,

3. Shares held by Non-Executive Directors:

Sr. No.	Non-Executive Directors	No. of Shares held as on March 31, 2022
1	Mr. Prakash V. Mehta	Nil
2	Mr. Vinod Dhall	Nil
3	Adm. Sureesh Mehta (Retired)	Nil
4	Mr. Adhiraj Harish	Nil
5	Dr. S D Israni	Nil
6	Mrs. Menaka S Advani	13,10,880
7	Mrs. Nina H. Advani	21,37,350
8	Mrs. Ragini Chopra	Nil

4. Selection criteria of Board Members

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual member. The Company has adopted policy guidelines on selection criteria of Board members. Board members are expected to possess expertise, leadership skills required to manage and guide a high growth.

5. Familiarization Program of Independent Directors

The Independent Directors of the Company are eminent personalities having wide experience in the field of business, finance, legal, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

Independent Directors are appointed as per the Government guidelines of the Company, with management expertise and wide range of experience. The Directors appointed by the Board are given an induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings. The new Board members are also requested to access the necessary documents / brochures, Annual Reports and internal policies available at our website www.caravelabeachresortgoa.com to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made by Senior Management, Statutory and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent Directors.

6. Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's Shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary / Compliance Officer is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

7. Board Training and Induction:

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him / her as a Director of the Company. The Director is also explained in detail the compliances required from him / her under the Companies Act, SEBI Listing Regulations and other relevant regulations and his affirmation taken with respect to the same.

8. Committees of the Board:

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and non-mandatory Committees viz. CSR Committee (dissolved on February 07, 2022), Share Transfer Committee, Committee of Independent Directors, Trust & Management Committee (w.e.f. February 22, 2022) & Asset Monetization Committee (w.e.f. February 22, 2022).

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

A. Audit Committee:

- (i) The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations read with Section 177 of the Act.
- (ii) The role of the Audit Committee includes the following:
 - 1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 - 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
 - 3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
 - 4. Reviewing, with the Management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report
 - (b) Changes, if any, in accounting policies and practices and reasons for the same
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management
 - (d) Significant adjustments made in the Financial Statements arising out of any audit findings
 - (e) Compliance with listing and other legal requirements relating to Financial Statements
 - (f) Disclosure of any related party transactions
 - (g) Qualifications in the draft audit report.
 - 5. Reviewing, with the Management, the quarterly Financial Statements before submission to the Board for approval
 - 6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - 7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
 - 8. Approval or any subsequent modification of transactions of the Company with related parties;
 - 9. Scrutiny of inter-corporate loans and investments;

- 10. Examination of the financial statement and the auditors' report thereon;
- 11. Valuation of undertakings or assets of the Company, wherever it is necessary;
- 12. Evaluation of internal financial controls and risk management systems;
- 13. Establish a vigil mechanism / Whistle Blower mechanism for Directors and employees to report genuine concerns in such manner as may be prescribed;
- 14. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and Statutory Auditors and the management of the Company;
- 15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(iii) Review of information by the Audit Committee

The Audit Committee mandatorily reviews the following information:

- 1. Management discussion and analysis of the financial condition of the Company and results of Hotel operations;
- 2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the Management;
- 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4. Internal Audit Reports relating to internal control weaknesses; and
- 5. The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

(iv) The composition of the Audit Committee and details of meetings attended by its Members are as under:

Sr. No.	Name of the Member	Category	No. of Committee Meetings attended in the year under review
1.	Mr. Prakash V. Mehta, Chairman	Independent, Non-Executive	6
2.	Mrs. Menaka S. Advani	Non-Independent Non-Executive	6
3.	Mr. Vinod Dhall	Independent, Non-Executive	6
4.	Dr. S. D. Israni	Independent, Non-Executive	6
5.	Mr. Adhiraj Harish	Independent, Non-Executive	6

- (v) Six Audit Committee Meetings were held during the year under review and the gap between two meetings did not exceed one hundred twenty days. The Audit Committee meetings were held on the following dates viz, May 12, June 26, August 13 and November 13 in 2021 and February 7 and on March 28 in 2022. The necessary quorum was present for all the meetings.
- (vi) The last Annual General Meeting (AGM) was held on November 30, 2021 and was attended by Mr. Prakash V. Mehta, Chairman of the Audit Committee.
- (vii) The Board has accepted all the recommendations made by the Audit Committee.

B. Nomination and Remuneration Committee:

- (i) The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations read with Section 178 of the Act.

(ii) The broad terms of reference of the Nomination and Remuneration Committee are as under:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;

- (2) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (3) Devising a policy with respect to the diversity of Board of Directors;
- (4) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- (5) Whether to extend or continue the Term of Appointment of the Independent Director, on the basis of the report of performance of the Independent Directors.
- (6) Recommend to the Board, all remuneration, in whatever from, payable to Senior Management.
- (iii) During the Financial Year 2021 - 2022 under review, one meeting of the Committee was held on September 8, 2021. The composition of the Nomination and Remuneration Committee and particulars of meetings attended by the Members of the Remuneration Committee are as under.

Sr. No.	Name of the Member	Category	No. of Committee Meeting/s attended in the year under review
1.	Mr. Prakash V. Mehta, Chairman	Independent, Non-Executive	1
2.	Adm. Sureesh Mehta (Retired)	Independent, Non-Executive	0
3.	Mr. Adhiraj Harish	Independent, Non-Executive	1

(iv) The Company does not have any Employee Stock Option Scheme.

(v) Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

(vi) Remuneration Policy:

1. Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non-Executive Directors are paid Sitting Fees for each meeting of the Board or Committee of Directors attended by them. The total amount of Sitting Fees paid to Non-Executive Directors during the Financial Year 2021 - 2022 was ₹ 49.90 Lakhs. The Non- Executive Independent Directors do not have any material pecuniary relationship or transactions with the Company.

2. Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including the Chairman and Managing Director and Whole Time Directors are governed by the recommendations of the Nomination & Remuneration Committee and Audit Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Chairman and Managing Director and Whole-Time Directors comprises of salary, perquisites and allowances, and contributions to Provident and other Retirement Benefit Funds as approved by the Shareholders at the General Meetings. Annual increments are linked to performance and are decided by the Nomination & Remuneration Committee and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on a review of achievements. It is aimed at attracting and retaining high calibre talent. Presently, the Company does not have a Stock Option Scheme for its Executive Directors.

vii. The details of remuneration paid to the Managerial Personnel is attached as Annexure 'F' to the Directors' Report.

C. Stakeholders Relationship Committee:

(i) The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of the SEBI Listing Regulations read with Section 178 of the Act.

(ii) The broad terms of reference of the Stakeholders' Relationship Committee are as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares, non-receipt of Annual Report, non-receipt of declared Dividends, issue of new / duplicate Certificates, General Meetings, etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.
5. Approval of share transfers, transmissions, issue of duplicate share certificates, etc.

(iii) During the year under review, no complaints were received. All requests / queries received from Shareholders were resolved and as on March 31, 2022 there were no pending complaints / requests / queries.

(iv) During the year under review 8 meetings of the Stakeholders Relationship Committee were held on 20th July, 29th July, 13th August, 2nd November, 13th November and 29th December in 2021 and 7th January and 28th January in 2022.

(v) The composition of the Committee comprises of the following two Non-Executive Directors, two Executive Directors and one Independent Director:

S. No.	Name of the Member	Category
1.	Mrs. Menaka S. Advani, Chairperson	Non-Independent Non-Executive
2.	Mr. Sunder G. Advani	Non-Independent Executive
3.	Mr. Hareesh G. Advani	Non-Independent Executive
4.	Mrs. Nina H. Advani	Non-Independent Non-Executive
5.	Mr. Adhiraj Harish	Non-Executive – Independent Director

(vi) Name designation and address of Compliance Officer till April 15, 2022.

Mr. Nilesh Jain
Company Secretary

w.e.f. April 16, 2022:
Mr. Ajay G. Vichare
Chief Financial Officer
18 Jolly Maker Chambers II
Nariman Point, Mumbai – 400021
Telephone No: (022) 2285 0101

Email ID: cs.ho@advanihotels.com

(vii) The Company Secretary / Compliance Officer regularly interacts with the Registrar & Share Transfer Agents (RTA) to ensure that the complaints / grievances of the Shareholders / investors are attended to without delay and where deemed expedient, the complaints are referred to the Chairperson of the Committee or discussed at its meetings.

D. Corporate Social Responsibility (‘CSR’) Committee

CSR Committee of the Company was constituted in line with the provisions of Section 135 of the Act. The broad terms of reference CSR Committee is as follows:

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

During the Financial Year under review, no meeting of the CSR Committee was held.

The composition of the CSR Committee was as under:

Sr. No.	Name of the Member	Category
1.	Mrs. Menaka S. Advani, Chairperson	Non-Independent Non-Executive
2.	Mr. Nina H. Advani	Non-Independent Non-Executive
3.	Mr. Adhiraj Harish	Independent Non-Executive

However, in terms of Section 135 (9) of the Companies Act, 2013 and in view of the fact that the requirement to make spends on account of CSR obligations for the Financial Year 2021 - 2022 was less than Rs. 50 lakhs, the Board at its meeting held on February 7, 2022, dissolved the CSR Committee with immediate effect.

The duties and the responsibilities of the then CSR Committee in terms of the Companies Act, 2013, rules thereunder and CSR Policy, are thereafter entrusted with the Board of Directors.

9. Board Performance Evaluation:

The performance evaluation of the Board, its Committees and individual Directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board, as a whole, Committees and self-evaluation.

Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors.

Based on the questionnaire and feedback, the performance of every Director was evaluated in the meeting of the Nomination and Remuneration Committee (NRC). The NRC also reviewed the performance of the Chairman and Managing Director.

A separate meeting of the Independent Directors of the Company (“Annual ID meeting”) was convened on March 21, 2022, which reviewed the performance of the Board (as a whole), the Non-Independent Directors and the Chairman.

Some of the key criteria for performance evaluation are as follows:

Performance evaluation of the Directors:

- a) Attendance at Board & Committee Meetings
- b) Contribution at Board & Committee Meetings
- c) Guidance / support to Management in the strategic decision making process of the Board / Committee Meetings
- d) Demonstrate a willingness to devote time and effort to understand the Company and its business
- e) Directors bringing their knowledge, expertise and experience to bear in the consideration of strategy
- f) Performance of specific duties and obligations, governance issues, etc.

Performance evaluation of Board and Committees:

- a. Effectiveness of Board processes, information and processing.
- b. Board structure and composition.
- c. Effective in establishing a corporate environment that promotes timely and effective disclosure, fiscal accountability, high ethical standards and compliance with applicable laws and regulations.
- d. Quality of the relationship between the Board and the Management.
- e. Board / Committee meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.
- f. Composition of the Board / Committee appropriate with the right mix of knowledge and skills required to drive organizational performance in the light of future strategy.
- g. Efficacy of communication with stakeholders.
- h. Board / Committees inculcate positive perspectives in the Company to upheld and execute the good Corporate Governance practices.

10. Performance Evaluation of Independent Directors:

The Nomination and Remuneration Committee evaluates the performance of Independent Directors and recommends a commission payable, if any, to them based on their commitment towards attending the meetings of the Board / Committees, contribution and attention to the affairs of the Company and their overall performance apart from the Sitting Fees paid for each Board and Committee meetings attended by them. The evaluation mechanism of Independent Directors is detailed in the Directors’ Report.

11. Subsidiary Companies: The Company does not have any subsidiary Company.

12. Related Party Transactions:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI Listing Regulations during the Financial Year were in the ordinary course of business and on an arm’s length basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosures as required by the Ind AS 24 “Related Party Disclosures” have been made in the Note No.39 to the Financial Statements.

13. Equity Shares in the Unclaimed Suspense Account:

As per Regulation 34(3) read with Schedule V to the Listing Regulations, the details of the Shares lying in the Unclaimed Suspense Account are as follows:

Particulars	No. of Shareholders	No. of Equity Shares
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying as on April 1, 2021	44	29,375
Shareholders who approached the Company for transfer of Shares from the Suspense Account during the year	01	1,000
Shareholders to whom Shares were transferred from the Suspense Account during the year	01	1,000
Shareholders whose Shares are transferred to the demat Account of the IEPF Authority as per Section 124 of the Act	04	2,500
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying as on March 31, 2022	39	25,875

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

14. General Body Meetings and Postal Ballot:

(i) Annual General Meetings

The details of Annual General Meetings held in last 3 Financial Years are as under:

Financial Year	Day, Date and Time	Venue	Special Resolutions
2020 - 2021	34 th AGM held on Tuesday, November 30, 2021 at 2.30 PM	Video Conferencing	Approval of remuneration to Mr. Sunder G. Advani, Chairman & Managing Director, for the remaining 2 year period of his term. Approval of remuneration to Mr. Haresh G. Advani, Executive Director, for the remaining 2 year period of his term. (iii) Postal Ballot – Approval for continuation of Directorship of Mrs. Menaka S. Advani as a Non-Executive Non-Independent Director on attaining the age of 75, by way of a Postal Ballot dated May 12, 2021.
2019 - 2020	33rd AGM held on Tuesday, December 22, 2020 at 10.30 AM	Video Conferencing	Reappointment of Dr. S. D. Israni Independent Director for a second term of 5 years
2018 - 2019	32 nd AGM held on Monday, September 17, 2019 at 3.30 PM	‘Rangaswar’, 4 th Floor, Chavan Centre, Gen. Jagannath Bhosale Marg, Nariman Point, Mumbai – 400021	Reappointment of following Independent Directors for a second term of 5 years (1) Mr. Prakash V. Mehta (2) Mr. Vinod Dhall (3) Adm. Sureesh Mehta (4) Mr. Adhiraj Harish

(ii) Extra-Ordinary General Meeting (EGM)

No Extraordinary General Meeting of the members was held during FY 2021 - 2022.

(iii) Postal Ballot – Approval for continuation of Directorship of Mrs. Menaka S. Advani as a Non-Executive Non-Independent Director on attaining the age of 75, by way of Postal Ballot dated May 12, 2021.

(iv) Details of Special Resolutions proposed to be conducted through a postal ballot: N.A.

15. A Certificate has been received from Mr. Virendra G. Bhatt, Practicing Company Secretary, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority and annexed as Annexure I.

16. JMT & Associates, Chartered Accountants (Firm Registration No.104167W) were re-appointed as Statutory Auditors of the Company as approved by the Shareholders of the Company in the 34th Annual General Meeting held on November 30, 2021. The particulars of payment to Statutory Auditors during the Financial Year 2021 - 2022 are as given below:

Particulars	₹ in Lakhs
Statutory Audit Fees	7.00
For Limited Review	0.37
Reimbursement of out of pocket expenses	0.29
Total	7.66

17. Disclosures:

a. Strictures and Penalties:

The National Stock Exchange of India (NSE) has brought to the notice to the (Company for non-appointment of the Woman Independent Director and the NSE has dropped the action on request of the Company due to prevailing conditions owing to COVID-19 and as the Company has appointed the same with effect from August 30, 2020.

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any Statutory Authority/ies on any matters related to capital markets during the last three financial years.

b. Compliance with Accounting Standards:

Further, apart from what is mentioned above, there has been no non-compliance of any requirement of regulations related to Corporate Governance mentioned in LODR.

In the preparation of the Financial Statements, the Company has followed the Indian Accounting Standards (IND AS) notified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

c. Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total Issued and Listed Equity Share Capital. The audit report confirms that the total Issued / Paid-up Capital is in agreement with the total number of Shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

d. CEO & MD Certification:

Mr. Sunder G. Advani, Chairman & Managing Director has furnished the requisite Certificate to the Board of Directors pursuant to SEBI Listing Regulations and it was placed before the Board along with Audited Financial Statements for the year ended March 31, 2022. The Company appointed / promoted Mr. Ajay G. Vichare, as the Chief Financial Officer with effect from September 9, 2021 at its meeting held on September 8, 2021.

The Company Secretary & KMP, Mr. Nilesh Jain has resigned with effect from April 16, 2022. While the Company is in search of a suitable person for the said appointment, Mr. Ajay G. Vichare has been given additional responsibility to manage in the capacity of Compliance Officer & KMP w.e.f. April 16, 2022.

e. Hedging of Risk

Company is not having any material exposure to foreign exchange and hedging.

f. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your Company has zero tolerance policy for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under for prevention and redressal of complaints of sexual harassment at workplace. The Company also has an Internal Committee comprising of two male and two female members. During the year under review:

i) Number of Complaints filed during the Financial Year : NIL

ii) Number of Complaints disposed of during the Financial Year : NIL

iii) Number of Complaints pending as on end of the Financial Year: NIL

g. The Auditors’ Certificate on Corporate Governance is annexed to the report.

18. Code of Conduct:

The Board of Directors has approved a Code of Business Conduct, which is applicable to the Members of the Board and designated employees. The Company believes in ‘Zero Tolerance’ to bribery and corruption in any form. The Code lays down the

standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

19. Vigil Mechanism / Whistle Blower Policy:

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

20. Means of Communication:

The extracts of Quarterly, Half-Yearly and Annual results of the Company are published in the leading newspapers in India, which include 'The Economic Times', 'Business Standard', 'the Financial Express' and 'Mumbai Lakshadweep' (Marathi). The results are also displayed on the Company's website "www.caravelabeachresortgoa.com". Press Releases made by the Company from time to time are also displayed on the Company's website. A Management Discussion and Analysis Report is a part of the Company's Annual Report.

21. General Shareholder Information:

35th Annual General Meeting

Day & Date :Tuesday, September 27, 2022
Time :2.00 p.m.

The AGM will be held through VC/OAVM mode and physical attendance of the members is dispensed with.

For details, please refer to the Notice of the AGM.

22. Tentative Calendar for Financial Year ending March 31, 2023:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the Financial Year ending March 31, 2023 are as follows:

First Quarter Results	Held on July 25, 2022
Second Quarter and half yearly Results	Second week of November 2022
Third Quarter Results	Second week of February 2023
Fourth Quarter and Annual Results	Last week of May 2023

23. Date of Book Closure / Record Date:

September 21, 2022 to September 27, 2022 (both days inclusive)

24. Listing on Stock Exchange:

BSE Limited (Scrip ID: ADVANIHO & Scrip Code – 523269)

National Stock Exchange of India Limited (Scrip Symbol – ADVANIHOTR)

The Listing Fees for the Financial Year 2022 - 2023 has been paid to National Stock Exchange of India Limited and the BSE Limited.

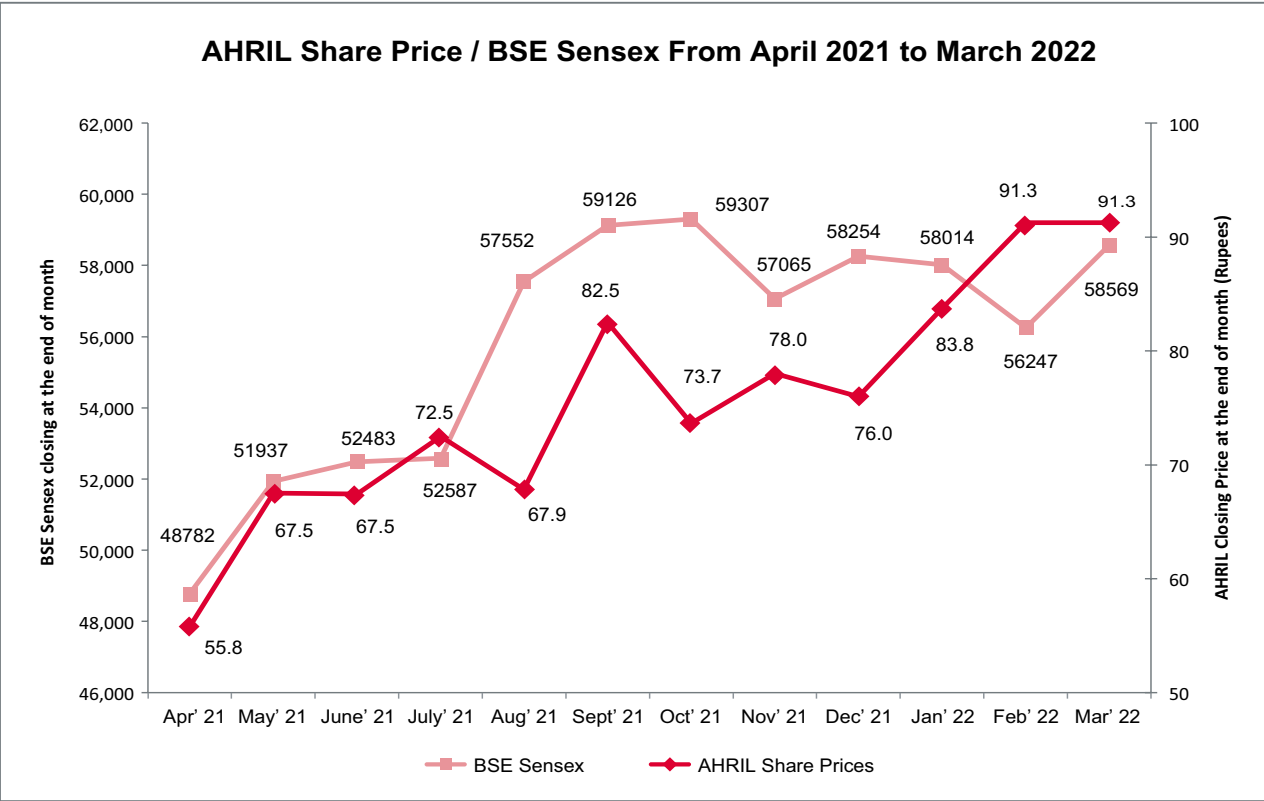
25. Corporate Identity Number (CIN) of the Company: L99999MH1987PLC042891

26. Market Price Data:

The high and low Market Price of the Company's Shares traded on the BSE Limited and National Stock Exchange, during each month in the Financial Year 2021 - 2022 are given below:

BSE				NSE			
Month	High Price	Low Price	Close Price	Month	High Price	Low Price	Close Price
Apr-21	59.50	48.00	55.80	Apr-21	59.80	48.65	55.15
May-21	68.00	50.90	67.50	May-21	68.95	50.85	67.30
Jun-21	71.55	60.30	67.45	Jun-21	72.00	62.10	67.90
Jul-21	78.80	66.00	72.50	Jul-21	78.70	66.25	72.50
Aug-21	97.50	61.45	67.85	Aug-21	97.90	62.10	67.40
Sep-21	92.45	66.60	82.50	Sep-21	92.25	66.20	82.45
Oct-21	87.00	72.00	73.65	Oct-21	87.50	71.05	72.75
Nov-21	82.20	71.00	78.00	Nov-21	83.00	72.75	79.00
Dec-21	83.70	70.35	76.00	Dec-21	81.00	72.00	76.10
Jan-22	90.65	72.55	83.75	Jan-22	90.85	74.40	83.90
Feb-22	108.20	74.20	91.25	Feb-22	109.50	75.00	91.25
Mar-22	98.95	84.85	91.25	Mar-22	99.00	84.55	91.30

27. Performance of Company's Share price in comparison to the BSE Sensex:



28. Registrar and Share Transfer Agents:

Datamatics Business Solutions Limited
[Unit: Advani Hotels & Resorts (India) Limited]
Plot No. B-5, Part B Cross Lane,
MIDC, Andheri (East), Mumbai-400 093
Telephone No.: (022) 6671 2188 / (022) 6671 2237
Contact Persons: Mr. Anand Bhilare / Mr. Santosh Mohite

29. Share Transfer System:

Out of the total Equity Share Capital, 98.37% is held in dematerialized form as on March 31, 2022. Transfers of these shares are done through the depositories with no involvement of the Company. The Stake Holder Relationship Committee constituted by the Board considers and approves all Shares related issues like transfer, transmission, issue of duplicate shares, dematerialization, etc. The Share transfer formalities are complying with by the Company within the time prescribed by the Company Law. All the Share Certificates are returned within 15 days from the date of lodgement for Share transfer provided the transfer instruments are valid and complete in all respects

30. Distribution of Shareholding as on March 31, 2022:

Shares Range		Shares	% To Capital	No. Of Holders	% To No. Of Holders
From	To				
1	500	1,510,913	3.27	13,411	88.36
501	1,000	808,442	1.75	924	6.09
1,001	2,000	617,151	1.34	397	2.62
2,001	3,000	426,435	0.92	163	1.07
3,001	4,000	214,126	0.46	59	0.39
4,001	5,000	316,612	0.69	65	0.43
5,001	10,000	626,122	1.36	79	0.52
10,001	50,000	1,004,887	2.17	47	0.31
50,001	99,999,999	40,694,562	88.04	32	0.21
		46,219,250	100.00	15,177	100.00

31. Category of Shareholding as on March 31, 2022:

Category	No. of Shares	% to Total
Promoters & Promoter Group	2,31,92,002	50.18
Mutual Funds	47,000	0.10
Bank / FIs / Insurance Companies	2,500	0.01
Foreign Institutional Investors	37,481	0.08
Bodies Corporate	1,37,19,034	29.68
General Public	83,16,962	17.99
NRIs / Foreign Bodies	3,39,494	0.73
Unclaimed Suspense A/c	25,875	0.06
IEPF Authority	5,38,902	1.17
Total	46,219,250	100.00

32. Demat of Shares and Liquidity:

The Company's Shares are compulsory traded in the dematerialized form on BSE & NSE under the ISIN INE199C01026. Out of the total Equity Share Capital, 98.37% is held in dematerialized form as on March 31, 2022.

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence, as on March 31, 2022, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

33. Location of Hotel:

Caravela Beach Resort
Varca Beach, Varca Village, Salcette, Goa - 403 721
Telephone No: (0832) 6695000

34. Other Information:

(a) Electronic Clearing Service (ECS):

SEBI had vide its Circular No. DCC/FITTCIR-3/2001 dated October 15, 2001 advised that all Companies should mandatory use ECS facility wherever available. In the absence of ECS facility, companies may use warrants for distributing the dividends and vide its Circular No. D&CC/FITTCIR-04/2001 dated November 13, 2001 had advised companies to mandatorily print the Bank Account details furnished by the Depositories, on the dividend warrants. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the same in the account specified on the dividend warrants and ensures safety for the investors. However, members who wish to receive dividend in an account other than the one specified while opening the Depository Account, may notify their DPs about any change in the Bank Account details.

(b) Nomination Facility:

Shareholders holding Shares in Physical Form and desirous of making a Nomination in respect of their Shareholding in the Company, as permitted under Section 72 of the Act are requested to submit to the Company in the prescribed Form 2B for this purpose.

(c) Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund ("IEPF"):

Pursuant to Section 124(6) of the Act and other applicable provisions, if any, of the Act, all unclaimed / unpaid dividend, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government. In respect of the transfers made after coming into effect of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shareholders will be entitled to claim the dividend transferred from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

Members who have not yet en-cashed their dividend warrant(s) pertaining to the interim dividend for the Financial Year 2015 - 2016 and onwards are requested to make their claims without any delay to M/s. Datamatics Business Solutions Limited

The following are the details of the unclaimed dividends as on March 31, 2022 and respective due dates for claim by the Shareholders:

Financial Year	Date of Declaration of Dividend	Last Date for claim
2014-15 (Final)	16-09-2015	21-10-2022
2015-16 (Interim)	10-02-2016	18-03-2023
2016-17 (1 st Interim)	28-07-2016	02-09-2023
2016-17 (2 nd Interim)	27-01-2017	03-03-2024
2017-18 (1 st Interim)	30-11-2017	04-01-2025
2017-18 (Final)	09-08-2018	13-09-2025
2018-19 (1 st Interim)	14-02-2019	21-03-2026
2018-19 (2 nd Interim)	10-05-2019	14-06-2026
2019-20 (1 st Interim)	17-09-2019	22-10-2026
2019-20 (2 nd Interim)	11-02-2020	18-03-2027
2021-22 (Interim)	20-05-2022	24-06-2029

(d) Mandatory Transfer of Shares to the Demat Account of Investors Education and Protection Fund (IEPF) in case of Unpaid / Unclaimed Dividend on Shares for a consecutive period of seven years:

In terms of Section 124(6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a Shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such Shares becoming due to be so transferred. Upon transfer of such Shares, all benefits (like bonus, etc.), if any, accruing on such Shares shall also be credited to such Demat Account and the voting rights on such Shares shall remain frozen till the rightful owner claims the Shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the Shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

During the year under review, the Company has transferred 2,500 Equity Shares (including 25,875 Equity Shares referred to in Note 13 above) after completing all formalities to the Demat Account of the Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such Shares becoming due to be so transferred.

(e) Though at present the Company does not comply with some of the discretionary requirements under Part E of Schedule II of Listing Regulations, the Company is committed towards complying with -Listing Regulations as a whole and will take suitable measures as and when appropriate.

To,
The Board of Directors

ADVANI HOTELS AND RESORTS (INDIA) LIMITED

We, the undersigned, in our capacities as Chairman & Managing Director and Chief Financial Officer of ADVANI HOTELS AND RESORTS (INDIA) 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 March 31, 2022 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 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.
- (d) 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.

Place: Mumbai Date: May 20, 2022	SUNDER G. ADVANI Chairman & Managing Director	AJAY VICHARE Chief Financial Officer
-------------------------------------	---	--

CODE OF CONDUCT:

The Board of Directors of the Company has laid a Code of Conduct for the Directors and Senior Management. The Code of Conduct is posted on the Company's website. All Directors and designated personnel in the Senior Management have affirmed compliance with the Code for the year under review.

For and on behalf of the Board of Directors

Place: Mumbai Date: May 20, 2022	SUNDER G. ADVANI Chairman & Managing Director
-------------------------------------	---

INDEPENDENT AUDITOR’S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, (AS AMENDED)

To the Shareholders of Advani Hotels & Resorts (India) Limited

1. The Corporate Governance Report prepared by **Advani Hotels & Resorts (India) Limited** (“the Company”), contains details as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) (‘applicable criteria’) with respect to Corporate Governance for the year ended March 31, 2022. This report is required by the Company for annual submission to the Stock Exchange and to be sent to the Shareholders of the Company.

Management’s Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor’s Responsibility

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India (“ICAI”). The Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from Directors including Independent Directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 1 above.

Other Matters and Restriction on use

10. This report 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.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For JMT & Associates
Chartered Accountants
(Registration No. 104167W)

Amar Bafna
Partner
Membership No. 048639
UDIN: 22048639ANOLKR1026

Mumbai: July 25, 2022

ANNEXURE 1 TO THE CORPORATE GOVERNANCE REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Advani Hotels & Resorts (India) Limited
18 Jolly Maker Chambers – II,
Nariman Point, Mumbai – 400021

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Advani Hotels and Resorts (India) Limited having CIN: L99999MH1987PLC042891 and having registered office at 18 Jolly Maker Chambers – II, Nariman Point, Mumbai – 400021 (Hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2022 have been disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India and Ministry of Corporate Affairs.

Sr. No.	Name of the Director	DIN	Date of Appointment / Re-appointment
1.	Mr. Sunder Gurdas Advani	00001365	01/03/2018
2.	Mr. Haresh Gurdas Advani	00001358	01/03/2018
3.	Mr. Prakash Vasantlal Mehta	00001366	24/09/2019
4.	Mrs. Menaka Sunder Advani	00001375	30/11/2021
5.	Mrs. Nina Haresh Advani	00017274	22/12/2020
6.	Dr. Shivkumar Dhalumal Israni	00125532	01/10/2020
7.	Mr. Vinod Kumar Dhall	02591373	24/09/2019
8.	Mr. Adhiraj Anil Harish	03380459	10/11/2019
9.	Mr. Prahlad S. Advani	06943762	01/08/2017
10.	Mr. Sureesh Chander Mehta	06992229	24/09/2019
11.	Mrs. Ragini Chopra	07654254	30/08/2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: July 25, 2022
Place: Mumbai

Virendra G. Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 1439/2021

Note:

I have partially conducted online verification and examination of records, as facilitated by the Company due to prevailing conditions owing to Covid-19 for the purpose of issuing this Certificate.

INDEPENDENT AUDITORS’ REPORT

TO THE MEMBERS OF ADVANI HOTELS & RESORTS (INDIA) LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Advani Hotels & Resorts (India) Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “**the Financial Statements**”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S.No.	Key Audit Matter	Response to Key Audit Matter
1	<p>Refer Note 32 of the Financial Statements.</p> <p>The Company has significant tax and other litigations against it. There is a high level of judgement required in estimating the level of provisioning required and appropriateness of disclosure of those litigations as contingent liabilities.</p>	<p>For legal, regulatory and tax matters our procedures included examining external legal opinions obtained by the Management, meeting and discussions with the Management and examining relevant correspondence; discussing litigations with the Company’s legal and tax consultants assessing Management’s conclusions through understanding precedents set in similar cases.</p> <p>We also involved our internal tax specialists to gain an understanding and to determine the level of exposure for direct and indirect tax litigations of the Company.</p> <p>Considering the above, we examined the level of provisions recorded and assessed the adequacy of disclosures in the Financial Statements.</p>

Information other than the Financial Statements and Auditor’s Report thereon

The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s Annual Report, but does not include the Financial Statements and our Auditor’s Report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Management is responsible for assessing the Company’s ability to continue as a going-concern, disclosing, as applicable, matters related to going-concern and using the going concern-basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is that of a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management’s use of the going-concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our

- Auditor’s Report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor’s Report. However, future events or conditions may cause the Company to cease to continue as a going-concern.
- Evaluate the overall presentation, structure, and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work: and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “Annexure-A” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

1. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any Director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act, which are required to be commented upon by us.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the Books of Accounts.
 - (d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) 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 March 31, 2022 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2022 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.

- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 32(f) to the Financial Statements.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv) The Management of the Company has represented to us that to the best of its knowledge and belief, other than as disclosed in the notes to the accounts:
 - (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
 - v) The Company has not declared or paid any dividend during the Financial Year, hence our comments whether the same is in accordance with section 123 of the Companies Act, 2013 are not applicable.

For JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

Amar Bafna
Partner
Membership No. 048639

UDIN: 22048639AJHTQK2898

Mumbai: 20th May, 2022

ANNEXURE ‘A’ TO THE INDEPENDENT AUDITORS’ REPORT

The Annexure referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ in our report of even date to the members of ADVANI HOTELS & RESORTS (INDIA) LIMITED for the year ended March 31, 2022. We report that:

1.

(a)

(i) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(ii) The Company has maintained proper records showing full particulars of intangible assets.

(b)

Some of the Property, Plant and Equipment were physically verified at the end of the Financial Year by the Management in accordance with a phased programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.

(c)

According to the records of the Company examined by us and the information and explanations given to us, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the Financial Statements are held in the name of the Company.

(d)

According to the records of the Company examined by us and the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or intangible assets or both during the year.

(e)

According to the records of the Company examined by us and the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
2.

(a)

Physical verification of inventories has been conducted by the Management at reasonable intervals. In our opinion, the coverage and procedure of such verification is appropriate. There were no discrepancies of 10% or more in the aggregate noticed on such verification.

(b)

The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year hence our comments on the quarterly returns or statements filed by the Company with such banks or financial institutions and details thereof are not given.
3.

According to the records of the Company examined by us and the information and explanations given to us, the Company has not made investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships, or any other parties hence sub-clauses (a) to (e) of clause (3) (iii) of the Order are not applicable to the Company except that the Company has made investments in mutual funds as per details given in Note 7 to the Financial Statements, which are not prejudicial to the Company’s interest.
4.

In respect of investment made by the Company in acquisition of units of certain mutual funds as mentioned in Note 7 to the Financial Statements, it has complied with the provisions of Section 186 of the Act. The Company has not given any loans or issued any guarantee or provided any security covered under section 185 and 186 of the Act during the year.
5.

The Company has not accepted any deposits from the public or received amounts which are deemed to be deposits within the meaning of Section 73 to 76 of the Act and the rules framed there under. We are informed that the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court has not passed any Order.
6.

The maintenance of cost records has not been prescribed for any of the products of the Company under sub-section (1) of section 148 of the Act.
7.

(a)

According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues, including goods and service tax, provident fund, employees’ state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it though there have been slight delays in few cases mainly due to Covid-19. According to the information and explanations given to us, there are no arrears of undisputed amounts payable in respect of above statutory dues which were outstanding as on the last day of the Financial Year for a period of more than six months from the date they became payable.

- (b)

According to the information and explanations given to us, there are no cases of non-deposit with appropriate authorities of disputed statutory dues referred to in sub-clause (a) above, except the following:

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income-tax Act, 1961	Tax on regular assessment under Section 143 (1)(a)	22.52	AY 2017-18	Commissioner (Appeals)
Income-tax Act, 1961	Tax on regular assessment under Section 143 (1)(a)	60.31	AY 2018-19	Commissioner (Appeals)
Customs Act, 1962	Differential duty on equipment imported under EPCG Scheme and Penalty	42.60 49.60 Plus Interest	2000	Customs, Excise and Service Tax Appellate Tribunal

8.

According to the records of the Company examined by us and the information and explanations given to us, the Company has not surrendered or disclosed any transactions not recorded in the Books of Accounts as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), hence clause (3)(viii) of the Order is not applicable to the Company.
9.

According to the records of the Company examined by us and the information and explanations given to us:

(a)

The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b)

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c)

The vehicle term loans taken by the Company in earlier years were applied for the purpose for which the loans were obtained.

(d)

Funds raised on short term basis have not been utilised for long term purposes.

(e)

The Company does not have any subsidiaries, joint ventures or associate companies hence the question of taking any Funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures, does not arise.

(f)

The Company does not have any subsidiaries, joint ventures, or associate companies hence question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.
10.

(a)

The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year, hence the question of application of funds and delays and defaults and subsequent rectification does not arise.

(b)

The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year, hence the question of compliance of the requirements of section 42 and section 62 of the Act and use of funds raised does not arise.
11.

(a)

During the course of our examination of the Books of Accounts 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 instances of fraud by the Company or any fraud on the Company, which were noticed or reported during the year, nor have we been informed of any such instances by the management.

(b)

We have not filed any fraud report under sub-section (12) of section 143 of the Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.

(c)

According to the records of the Company examined by us and the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.
12.

The Company is not a Nidhi Company, hence our comments as required under sub-clauses (a) (b) and (c) of clause 3 (xii) of the Order are not given.

- 13 In our opinion and according to the records of the Company examined by us and the information and explanations given to us, the transactions entered by the Company during the year with related parties are in compliance with the provisions of Section 177 and 188 of the Act, where applicable and the details thereof have been disclosed in the Financial Statements, etc. as required by the Accounting Standards.
- 14 (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- 15 According to the information and explanations given to us, in our opinion, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year hence provisions of section 192 of Act are not applicable to the Company.
- 16 According to the information and explanations given to us, in our opinion:
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has conducted any Non- Banking Financial or Housing Finance activities during the year.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) In view of comments in sub-clauses (a), (b) and (c) above, the sub-clause (d) of clause 3 (xvi) of the Order is not applicable to the Company.
- 17 The Company has not incurred cash losses in the Financial Year under report, however it had incurred cash losses in the immediately preceding Financial Year. The amount of such cash losses for immediately preceding Financial Year was ₹ 227.19 lakhs.
- 18 There has been no resignation of the Statutory Auditors during the year, hence clause 3 (xviii) of the Order is not applicable to the Company.
- 19 According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, in our opinion, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of our present audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20 According to the records of the Company examined by us and the information and explanations given to us:
- (a) In respect of CSR activities other than ongoing projects, there wasn't any unspent amount which was required to be transferred by the Company to a Fund specified in Schedule VII to the Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.
- (b) The Company has neither initiated an ongoing project nor there was any amount remaining unspent under section of section 135 of Companies Act, pursuant to any ongoing project, that was required to be transferred to special account in compliance with provision of sub-Section (6) of Section 135 of the said Act.

For JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

Amar Bafna
Partner
Membership No. 048639

UDIN: 22048639AJHTQK2898

Mumbai: 20th May, 2022

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

The Annexure referred to in paragraph 2 (f) under "Report on Other Legal and Regulatory Requirements" in our report of even date to the members of **ADVANI HOTELS & RESORTS (INDIA) LIMITED** for the year ended March 31, 2022. We report that:

We have audited the internal financial controls over financial statements of **Advani Hotels & Resorts (India) Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the Ind AS 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 with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India ("the Guidance Note"). 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Financial Statements. 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 with reference to financial statements were 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 with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Financial Statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the Financial Statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A Company's internal financial control with reference to the Financial Statements 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 with reference to the Financial Statement 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 the Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorizations of the 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 with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to Financial Statements and such internal financial controls were operating effectively as at March 31, 2022, based on the internal control with reference to Financial Statements 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 JMT & Associates
Chartered Accountants
(Registration No. 104167W)

Amar Bafna
Partner
Membership No. 048639
UDIN: 22048639AJHTQK2898

Mumbai: 20th May, 2022

BALANCE SHEET AS AT MARCH 31, 2022

(₹. in Lakhs)				
	Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
I	ASSETS			
1	Non-current assets			
	(a) Property, Plant and Equipment	3	4165.75	4382.90
	(b) Right of Use Assets	4	65.59	35.93
	(c) Investment Property	5	19.41	19.41
	(d) Other Intangible assets	6	2.32	3.27
	(e) Financial Assets			
	(i) Non-Current Investment	7	0.25	-
	(ii) Other Financial Assets	8	65.62	105.27
	(f) Other non-current assets	9	12.36	27.38
	Total non-current assets		4331.30	4574.16
2	Current assets			
	(a) Inventories	10	142.20	127.43
	(b) Financial Assets			
	(i) Investments	7	2522.56	1203.69
	(ii) Trade receivables	11	38.36	38.10
	(iii) Cash and cash equivalents	12	105.92	201.28
	(iv) Bank balances other than (iii) above	13	38.40	74.32
	(v) Loans	14	11.38	4.78
	(vi) Other financial assets	8	3.18	16.89
	(c) Other current assets	9	238.00	190.33
	(d) Other tax assets (net)	15	65.48	8.23
	Total current assets		3165.48	1865.05
	Total Assets		7496.78	6439.21
II	EQUITY AND LIABILITIES			
1	EQUITY			
	(a) Equity Share capital	16	924.39	924.39
	(b) Other equity	17	4060.90	3400.37
	Equity attributable to the owners of the Company		4985.29	4324.76
2	LIABILITIES			
2a	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	18	12.92	21.38
	(ii) Lease Liabilities	19	25.69	15.18
	(b) Provisions	20	54.42	63.86
	(c) Deferred tax liabilities (Net)	15	541.36	418.50
	Total non-current liabilities		634.39	518.92
2b	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	18	8.45	40.13
	(ii) Trade payables			
	Dues to Micro, Small and Medium Enterprises creditors	21	54.50	28.49
	Due to creditors other than above creditors	21	239.35	316.60
	(iii) Lease Liabilities	19	42.92	31.07
	(iv) Other financial liabilities	22	616.25	570.33
	(b) Other current liabilities	23	897.12	592.03
	(c) Provisions	20	18.51	16.88
	(d) Current tax liabilities (Net)	15	-	-
	Total current liabilities		1877.10	1595.53
	Total Equity and Liabilities		7496.78	6439.21
III	SIGNIFICANT ACCOUNTING POLICIES	1		
IV	The notes are an integral part of these financial statements	2 to 43		

As per our report of even date
For M/s. JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

Amar Bafna
Partner
(Membership No. 048639)

Mumbai, May 20, 2022

For and on behalf of the Board of Directors

Sunder G. Advani
Chairman & Managing Director
(DIN 00001365)

Ajay G. Vichare
Chief Financial Officer

Haresh G. Advani
Executive Director
(DIN 00001358)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(₹. in Lakhs)				
	Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
I	Revenue from Operations	24	5134.44	2746.83
II	Other Income	25	87.69	70.93
III	Total Income (I + II)		5222.13	2817.76
IV	Expenses			
	(a) Food and Beverages consumed	26	361.86	216.30
	(b) Employee Benefits Expense	27	1708.41	1484.30
	(c) Finance Costs	28	6.07	19.50
	(d) Depreciation and Amortization	29	286.80	326.77
	(e) Other Expenses	30	1986.59	1316.00
	Total expenses (IV)		4349.73	3362.87
V	Profit / (Loss) before Exceptional Items and Tax (III-IV)		872.40	(545.11)
VI	Exceptional Items		-	-
VII	Profit / (Loss) Before Tax		872.40	(545.11)
VIII	Tax expense	15		
	(a) Current Tax		102.00	-
	(b) Current Tax - earlier years (net)		-	0.78
	(c) Deferred Tax (credit) / charge		119.59	(137.77)
	Total Tax expenses		221.59	(136.99)
IX	Profit / (Loss) After Tax (VII - VIII)		650.81	(408.12)
X	Other Comprehensive Income (OCI)			
	Items that will not be reclassified to Profit or Loss			
	(a) Remeasurements of the defined benefit plans: Actuarial gain/(loss)		12.99	4.04
	(b) Income-Tax effect on it		(3.27)	(1.01)
	Other Comprehensive Income for the year (X)		9.72	3.03
XI	Total Comprehensive Income for the year (IX + X)		660.53	(405.09)
XII	Earnings per equity share of ₹ 2/- each			
	Basic / Diluted	31	1.41	(0.88)
XIII	SIGNIFICANT ACCOUNTING POLICIES	1		
XIV	The notes are an integral part of these Financial Statements	2 to 43		

As per our report of even date
For M/s. JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

Amar Bafna
Partner
(Membership No. 048639)

Mumbai, May 20, 2022

For and on behalf of the Board of Directors

Sunder G. Advani
Chairman & Managing Director
(DIN 00001365)

Ajay G. Vichare
Chief Financial Officer

Haresh G. Advani
Executive Director
(DIN 00001358)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

A Equity Share Capital						
(₹. in Lakhs)						
Particulars					As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the reporting year					924.39	924.39
Changes in Equity Share Capital due to prior period errors					-	-
Restated balance at the of the current reporting period					-	-
Other Changes in Equity Share Capital during the year					-	-
Balance at the end of the reporting year					924.39	924.39
B Other equity						
Particulars	Reserves and Surplus					Total Other Equity
	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as at April 1, 2020	823.55	100.00	470.90	495.00	1916.01	3805.46
Add / (Loss) :						
Addition / (Deduction) during the year	-	-	-	-	-	-
Change in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the current of the reporting period	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	(408.12)	(408.12)
Other comprehensive income for the year (net of tax)	-	-	-	-	3.03	3.03
Total Comprehensive Income for the year	-	-	-	-	(405.09)	(405.09)
	823.55	100.00	470.90	495.00	1510.92	3400.37
Balance as at March 31, 2021	823.55	100.00	470.90	495.00	1510.92	3400.37
Add / (Loss) :						
Addition / (Deduction) during the year	-	-	-	-	-	-
Change in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the current of the reporting period	-	-	-	-	-	-
Profit for the year	-	-	-	-	650.81	650.81
Other comprehensive income for the year (net of tax)	-	-	-	-	9.72	9.72
Total Comprehensive Income for the year	-	-	-	-	660.53	660.53
	823.55	100.00	470.90	495.00	2171.45	4060.90
Balance as at March 31, 2022	823.55	100.00	470.90	495.00	2171.45	4060.90
SIGNIFICANT ACCOUNTING POLICIES	Note 1					
The notes are an integral part of these Financial Statements	Note 2 to 43					

As per our report of even date
For M/s. JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

Amar Bafna
Partner
(Membership No. 048639)
Mumbai, May 20, 2022

For and on behalf of the Board of Directors

Sunder G. Advani
Chairman & Managing Director
(DIN 00001365)

Ajay G. Vichare
Chief Financial Officer

Haresh G. Advani
Executive Director
(DIN 00001358)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakhs)		
Particulars	Year ended March 31, 2022	Year ended March 31, 2021
I. Cash Flow from Operating Activities		
Profit / (Loss) for the year (before tax)	872.40	(545.11)
Adjustments for:		
Depreciation and Amortization	286.80	326.77
(Profit) / Loss on sale of assets (net)	2.62	0.37
Provision for doubtful debts / (written back) net	(1.19)	6.72
Provision for Employee Benefits	5.19	(2.68)
Interest Income	(4.53)	(8.20)
Interest Income due to fair valuation of security deposits	(1.18)	(1.26)
Dividend income	-	(1.29)
Gain on Mutual Fund investments redemption	(3.13)	(8.62)
Fair Value of Mutual Fund Investments under Ind AS	(41.46)	(17.76)
Gain on termination of Ind AS 116 Lease / waiver of lease rent	-	(4.65)
Finance Costs recognized in profit and loss	6.07	19.50
Notional Rent expense on Fair value of Security deposit	1.13	1.17
Operating Profit before Working Capital changes	1122.72	(235.04)
Movements in Working Capital:		
(Increase) / Decrease in trade receivables	0.93	215.38
(Increase) / Decrease in inventories	(14.78)	39.09
(Increase) / Decrease in other assets	49.84	(77.37)
Increase / (Decrease) in trade payables and other liabilities	305.36	249.31
Cash Generated from Operations	1464.07	191.37
Less: Income Taxes paid (net of refunds)	(159.25)	(4.39)
Net Cash Generated from Operating Activities (A)	1304.82	186.98
II. Cash Flows from Investing Activities		
(Purchase) / (reinvestment) of current investments	(2463.29)	(1301.14)
Proceeds on sale / maturity of current investments	1188.99	1246.33
Interest Received	4.53	8.20
Dividend Received	-	1.29
Payments for property, plant and equipment and intangible assets	(45.42)	(69.28)
Net Cash Generated / (used in) from Investing Activities (B)	(1315.19)	(114.60)
III. Cash Flows from Financing Activities		
Proceeds from borrowings:		
Short Term	28.37	29.25
Repayment of borrowings:		
Long Term	(8.47)	(11.81)
Short Term	(60.04)	-
Payment of lease liabilities	(36.62)	(34.04)
Dividends including unclaimed dividend paid (including tax) (Refer Note 22.1)	(5.59)	4.22
Interest Paid	(2.64)	(12.69)
Net Cash used in Financing Activities (C)	(84.99)	(25.07)
IV. Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(95.36)	47.31
V. Cash and Cash Equivalents at the beginning of the year	201.28	153.97
VI. Cash and Cash Equivalents at the end of the year	105.92	201.28

Notes:

- The above cash flow statement has been prepared as per the “indirect method” set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flow.
- Figures in bracket indicate a cash outflow.



STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022 - CONTINUED
DETAILS OF CASH AND CASH EQUIVALENTS

		(₹ in Lakhs)	
Particulars		Year ended March 31, 2022	Year ended March 31, 2021
Balances with Banks			
In Current Accounts		102.43	197.14
Cash on hand		3.49	4.14
Total		105.92	201.28
VII. SIGNIFICANT ACCOUNTING POLICIES	1		
VIII. The notes are an integral part of these Financial Statements	2 to 43		

As per our report of even date
For M/s. JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

For and on behalf of the Board of Directors

Amar Bafna
Partner
(Membership No. 048639)
Mumbai, May 20, 2022

Sunder G. Advani
Chairman & Managing Director
(DIN 00001365)

Ajay G. Vichare
Chief Financial Officer

Haresh G. Advani
Executive Director
(DIN 00001358)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

1. Company Overview and Significant Accounting Policies

1.1 Company overview

Advani Hotels & Resorts (India) Limited is a Public Limited Company, which was incorporated on March 13, 1987 by the name of Ramada Hotels (India) Limited. The name of the Company was changed from Ramada Hotels (India) Limited to Advani Hotels & Resorts (India) Limited in 1999. The shares of the Company are listed on Bombay Stock Exchange and the National Stock Exchange. The Company is primarily engaged in the Hotel Business through its 'Caravela Beach Resort', a 5-Star Deluxe Resort situated in South Goa.

The Financial Statements were approved by the Board of Directors and authorized for issue on May 20, 2022.

1.2. Basis of Preparation of the Financial Statements

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, and the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.3 Functional & Presentation Currency

These Financial Statements are presented in Indian Rupees (INR) "In Lakhs" (₹) which is also the Company's functional currency.

1.4 Use of Estimates

The preparation of the Financial Statements in conformity with Ind AS requires Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Financial Statements and reported amounts of revenues and expenses during the period. Although these estimates are based on the Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. 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.

1.5 Significant Accounting Policies

a. Property, Plant & Equipment

Under the previous Indian GAAP, property, plant and equipment were carried in the balance sheet on the basis of historical cost. The Company has regarded the same as deemed cost and presented same values in Ind- AS compliant financials.

Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation on fixed assets is calculated on a straight-line basis using the rates based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Where the historical cost of a depreciable asset undergoes a change due to increase or decrees in account of price adjustments, changes in duties or similar factors, depreciation on the revised amount is provided prospectively over the residual useful life of the asset.

b. Investment Property

Investment Property is property (land or a building or part of a building or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods and services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Any gain or loss on disposal of investment property is calculated as the difference between net proceeds from disposal and the carrying amount of investment property and is recognized in the Statement of Profit and Loss.

c. Inventories

Inventories are measured at lower of cost and net realizable value. Net Realizable Value is the estimated selling price in the ordinary course of business, less the estimated cost of completion & selling expenses.

d. Financial Instruments

A financial instrument comes into existence as a result of a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in three categories:

- 1 Financial Asset at an amortized cost
- 2 Financial Asset at Fair Value through other comprehensive income
- 3 Financial Asset at Fair Value through Profit and Loss

Financial Asset at Amortized Cost

A 'Financial Asset' is measured at the amortized cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss.

Financial Asset at Fair value through OCI (FVTOCI)

A 'Financial Asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial Assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Financial Asset at Fair Value through Profit or Loss (FVTPL)

FVTPL is a residual category for Financial Assets. Any Financial Asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as a FVTPL.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

In addition, the Company may elect to designate a Financial Asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity Instruments

All the equity investments in the scope of Ind AS 109 are measured at fair value. For equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable if the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

De-recognition of a Financial Asset

A Financial Asset (or, where applicable, a part of a Financial Asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following Financial Assets and credit risk exposure:

- a) Financial Assets that are debt instruments, and are measured at amortised cost, e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial Assets that are debt instruments and are measured as at FVTOCI.
- c) Lease receivables under Ind AS 116.
- d) Trade receivables or any contractual right to receive cash or another Financial Asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18 (referred to as 'contractual revenue receivables')
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL

For recognition of impairment loss on other Financial Assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. For financial liabilities maturing within one year from the Balance Sheet date, the carrying amount approximate fair value due to the short maturity of these instruments.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Subsequent Measurement

Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial Liabilities at Amortized Cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

e. Dividend

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

f. Cash and Cash Equivalents

Cash and Cash Equivalent, in the Balance Sheet comprise of cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

g. Provisions, Contingent Liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A Contingent Liability is disclosed in case of;

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible ;
- a possible obligation arising from past events unless the probability of outflow of resources is remote.

Provisions, Contingent Liabilities, Contingent Assets and Commitments are reviewed at each balance sheet date.

h. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government and discounts given to the customers.

Income from operations from revenue from Rooms, Food & Beverage and Banquets is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which are recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Contract Balances

a) Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

b) Contract Liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the Contract.

i. Other Income

Other income is comprised primarily of interest income, dividend income, gain on sale of investments and exchange gain / loss on translation of assets and liabilities. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recognised using the effective interest rate (EIR). Dividend income is recognised when right to receive payment is established.

Export incentives / benefits are recognised as income when the right to receive payment / credit is established and no significant uncertainty as to measurability or collectability exists.

j. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Income Taxes

Income tax expense comprises of current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the date of the Balance Sheet.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

l. Earnings Per Share

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as fraction of equity shares to the extent that they are entitled to participate in dividends relative to a fully paid equity shares during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a right issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

m. Leases

On inception of a contract, the Company assesses whether it contains a lease. A contract contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognised in the Company's statement of financial position as a right-of-use asset and a lease liability.

The right-of-use asset is recognised at the commencement of the Lease and includes the amount of lease liability recognised, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received. Right-of-use assets are depreciated over the shorter of the asset's estimated useful life and the lease term. Right-of-use assets are also adjusted for any re-measurement of lease liabilities and are subject to impairment testing. Residual value is reassessed annually. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is reasonably certain that it will not exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs.

Short-term Leases and Leases of Low-Value Assets The Company has opted not to apply the lease accounting model to intangible assets, leases of low-value assets or leases which have a lease term of 12 months or less and don't contain purchase option. Costs associated with such leases are recognised as an expense on a straight-line basis over the lease term.

Lease payments are presented as follows in the Company's Statement of Cash Flows:

- Short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- Payments for the interest element of recognized lease liabilities are included in 'interest paid' within cash flows from financing activities; and
- Payments for the principal element of recognized lease liabilities are presented within cash flows from financing activities.

Lease Income from operating leases where company is a lessor is recognized as income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

n. Fair Value Measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

o. Employee Benefits

Provident Fund: Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the Provident Fund. The Company recognizes the contribution payable to the Provident Fund scheme as an expense when an employee renders the related service.

Gratuity (Funded by the LIC) and Leave Encashment (Unfunded): Provision for gratuity and leave encashment are based on the actuarial valuation as on the date of the Balance Sheet. The valuation is done by an independent actuary using the projected unit credit method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. Gratuity in certain applicable cases is provided for in accordance with the provisions of the Goa Shops & Establishment Act, 1973 and as per the policy of the Company.

All employee benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders the related service.

p. Foreign Currencies

Transactions and Balances

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement of long term monetary items recognized in the Financial Statements for the period ending immediately before the beginning of the first Ind AS financial period, in so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the assets and depreciated over the balance useful life of the asset, and in other cases foreign exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at a fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

2. Recent Accounting Pronouncements: Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds Before Intended Use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts

Costs of Fulfilling a Contract The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022
3. PROPERTY, PLANT AND EQUIPMENT

March 31, 2022	Gross Carrying Value					Depreciation / Amortisation		As on March 31, 2022		Net Carrying Value
	As at April 1, 2021	Additions	Deductions / Adjustments	As on March 31, 2022	As at April 1, 2021	For the year	Deductions / Adjustments	As on March 31, 2022	As on March 31, 2022	
Land - Freehold (including landscaping)	255.67	-	-	255.67	-	-	-	-	255.67	
Buildings	3755.54	0.47	1.55	3754.46	591.56	111.51	1.52	701.55	3052.91	
Plant and Equipment	1178.56	34.14	28.57	1184.13	472.94	89.20	26.01	536.13	648.00	
Furniture and Fixtures	469.67	3.52	30.27	442.92	316.49	32.10	30.24	318.35	124.57	
Office Equipment and Computers	89.34	7.30	-	96.64	71.82	7.24	-	79.06	17.58	
Vehicles	269.62	-	-	269.62	182.69	19.91	-	202.60	67.02	
Total	6018.40	45.43	60.39	6003.44	1635.50	259.96	57.77	1837.69	4165.75	
March 31, 2021										
March 31, 2021	Gross Carrying Value					Depreciation / Amortisation		As on March 31, 2021		Net Carrying Value
	As at April 1, 2020	Additions	Deductions / Adjustments	As on March 31, 2021	As at April 1, 2020	For the year	Deductions / Adjustments	As on March 31, 2021	As on March 31, 2021	
Land - Freehold (including landscaping)	255.67	-	-	255.67	-	-	-	-	255.67	
Buildings	3755.24	0.30	-	3755.54	473.75	117.81	-	591.56	3163.98	
Plant and Equipment	1119.46	63.90	4.80	1178.56	377.53	99.62	4.21	472.94	705.62	
Furniture and Fixtures	468.61	1.06	-	469.67	272.11	44.38	-	316.49	153.18	
Office Equipment and Computers	86.02	3.32	-	89.34	62.31	9.51	-	71.82	17.52	
Vehicles	269.40	0.22	-	269.62	158.43	24.26	-	182.69	86.93	
Total	5954.40	68.80	4.80	6018.40	1344.13	295.58	4.21	1635.50	4382.90	

3.1 In respect of immovable properties, (other than properties where the Company is the lessee and lease agreement are duly executed in favour of the lessee) title deeds are held in the name of the Company
3.2 The Company has not revalued in Property, Plant and Equipment (including Right of use Assets) during the year.
3.3 There was no amount incurred and provided as on March 31, 2022 in respect of any Capital Work in Progress or intangible asset under development.
3.4 There was no proceeding initiated or pending against the Company as on March 31, 2022 for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 or rule made thereunder.

(₹. in Lakhs)									
March 31, 2022	Gross Carrying Value			Depreciation / Amortisation			Net Carrying Value		
Particulars	As at April 1, 2021	Additions	Deductions / Adjustments	As at March 31, 2022	For the year	Deductions / Adjustments	As at March 31, 2022	As at March 31, 2022	Net Carrying Value
Leasehold Land	13.33	-	-	13.33	0.13	-	0.93	12.40	
Office Premises	127.95	55.56	127.95	55.56	25.76	127.94	2.37	53.19	
Total	141.28	55.56	127.95	68.89	25.89	127.94	3.30	65.59	
March 31, 2021	Gross Carrying Value			Depreciation / Amortisation			Net Carrying Value		
Particulars	As at April 1, 2020	Additions	Deductions / Adjustments	As at March 31, 2021	For the year (Note ii)	Deductions / Adjustments	As at March 31, 2021	As at March 31, 2021	Net Carrying Value
Leasehold Land	13.33	-	-	13.33	0.13	-	0.80	12.53	
Office Premises	155.64	-	27.69	127.95	27.56	12.31	104.55	23.40	
Total	168.97	-	27.69	141.28	27.69	12.31	105.35	35.93	

Notes :

4.1 The Company's operating leases mainly relate to real estate assets such as offices. The Company has also entered into short term lease contracts for certain staff accommodation taken on a leave and licence basis for less than one year period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

4. RIGHT OF USE ASSETS CONTINUED...

4.2 Amounts recognised in the Statements of Profit and Loss:

The following amounts were recognised as expenses and (income)

(₹. in Lakhs)			
Particulars		As at March 31, 2022	As at March 31, 2021
Depreciation of Right-of use Assets (ROU)		25.89	27.70
Interest on lease liabilities		3.42	6.82
Gain on termination of Ind AS 116 Lease / waiver of lease rent [(Refer Note 1.5) (m)]		-	(4.65)
Expenses relating to short term leases		-	12.98
	Total	29.31	42.85

4.3 Amounts recognised in the Cash Flow Statement:

Particulars		As at March 31, 2022	As at March 31, 2021
Repayment of lease liabilities		36.62	34.04

4.4 Maturity analysis of lease liabilities - contractual undiscounted cash flows

Particulars		As at March 31, 2022	As at March 31, 2021
Less than one year		31.86	34.07
One to five years		34.53	4.65
More than five years		464.68	466.11
	Total	531.07	504.83

4.5 The Company has not entered into any contract as an operating lease or a finance lease for any of its assets as a Lessor.

4.6 Refer Note 3.2.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

5. INVESTMENT PROPERTY

(₹. in Lakhs)		
Particulars	As at March 31, 2022	As at March 31, 2021
Opening gross carrying amount / Deemed cost	19.41	19.41
Additions	-	-
Disposals	-	-
Closing gross carrying amount	19.41	19.41
Accumulated depreciation		
Opening accumulated depreciation	-	-
Depreciation charge	-	-
Disposals	-	-
Closing accumulated depreciation	-	-
Net carrying amount	19.41	19.41
Fair value of investment property		
Fair value of investment property done for disclosure purpose based on valuation by Registered valuer	Not done	Not done
Fair value of investment property not done by registered valuer - estimated by the Company	392.60	294.45

Amounts recognised in profit or loss for investment properties

(₹. in Lakhs)		
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Rental income	Nil	Nil
Direct operating expenses (including repairs and maintenance) from property that generated rental income	Nil	Nil
Profit from investment properties before depreciation	Nil	Nil
Depreciation	Nil	Nil
Profit from investment properties	Nil	Nil

5.1 Investment property is a parcel of land near the Company's hotel at Goa. The land is freehold and there are no restrictions on the realisability of the said investment property.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022
6. OTHER INTANGIBLE ASSETS (ACQUIRED SEPARATELY)

(₹. in Lakhs)									
March 31, 2022	Particulars	Gross Carrying Value			Depreciation / Amortisation				Net Carrying Value
		As at April 1, 2021	Additions	Deductions / Adjustments	As at March 31, 2022	As at April 1, 2021	For the year	Deductions / Adjustments	As at March 31, 2022
		24.17	-	-	24.17	21.13	0.85	-	21.98
		1.18	-	-	1.18	0.95	0.10	-	1.05
	Total	25.35	-	-	25.35	22.08	0.95	-	23.03
									0.13
									0.23
									2.32
March 31, 2021	Particulars	Gross Carrying Value			Depreciation / Amortisation				Net Carrying Value
		As at April 1, 2020	Additions	Deductions / Adjustments	As at March 31, 2021	As at April 1, 2020	For the year	Deductions / Adjustments	As at March 31, 2021
		23.70	0.47	-	24.17	17.83	3.30	-	21.13
		1.18	-	-	1.18	0.76	0.19	-	0.95
	Total	24.88	0.47	-	25.35	18.59	03.49	-	22.08
									3.04
									0.23
									3.27

6.1 The Company has not revalued its intangible assets during the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

7. INVESTMENTS

(₹. in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
7A	Non-current		
	Investments (Unquoted)		
	Investments carried at amortised cost		
	Investment in Saraswat Co-Operative Bank Ltd.	0.25	-
	2500 Equity Shares of Rs.10/- each fully paid up		
	(Pledged with Saraswat Bank for credit facilities) (Refer Note 18.1)		
	Non-current total	0.25	-
7B	Current		
	Other Investments (unquoted)		
	Investments carried at fair value through profit or loss		
	Investments in Mutual Funds		
i)	HDFC Liquid Fund-Direct Plan-Growth Option	1288.18	382.26
	Units held 30,782.774 (Previous year: 9,448.918)		
ii)	SBI Liquid Fund-Direct Plan-Growth Option	1234.38	821.43
	Units held 37,034.284 (Previous year: 25,497.315)		
	Current total	2522.56	1203.69
	Total	2522.81	1203.69

8. OTHER FINANCIAL ASSETS

(₹. in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
8A	Non-current		
	(Unsecured, considered good)		
	Bank Balance in Fixed Deposit Account with maturity more than 12 months	41.24	94.97
	[Includes i. Fixed Deposit Receipt of ` Nil (Previous Year ₹ 56.26) pledged with a bank as a collateral security for cash credit facility availed by the Company (Refer Note 18.2) and ii. Margin Deposit Receipts of ` 41.24 (Previous Year ₹ 38.71) as a security for various bank guarantees issued by a Bank] (Refer Note 32 (b))		
	Security Deposits	24.38	10.05
	Amount paid for equity shares of a Co-Op. Bank pursuant to a loan agreement (pending allotment) (Refer Note 18.1)	-	0.25
	Non-current total	65.62	105.27
8B	Current		
	(Unsecured, considered good)		
	Security Deposits	3.07	16.78
	Other assets	0.11	0.11
	Current total	3.18	16.89
	Total	68.80	122.16

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

9. OTHER ASSETS

(₹. in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
9A	Non-current		
	Capital advances	3.19	6.73
	Prepaid expenses	3.27	14.75
	Deposits with Government authorities and others (pending appeals)	5.90	5.90
	Non-current total	12.36	27.38
9B	Current		
	Advances to Suppliers	44.36	51.44
	Prepaid expenses	58.61	41.10
	Others including GST Input credit	135.03	97.79
	Current total	238.00	190.33
	Total	250.36	217.71

10. INVENTORIES

(₹. in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
	Inventories		
	(Valued at lower of cost and net realizable value)		
i)	Food and Beverages	55.95	34.82
ii)	Stores and Operating Supplies	86.25	92.61
	Total	142.20	127.43

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022
11. TRADE RECEIVABLES

Particulars	(₹. in Lakhs)					
				As at March 31, 2022	As at March 31, 2021	
a) Debts Considered good - Secured				-	-	-
b) Debts Considered good - Unsecured				38.36	38.10	38.10
c) Debts which have significant increase in Credit Risk				-	-	-
d) Debts - Credit impaired				5.53	6.72	6.72
				43.89	44.82	44.82
Less: Allowance for doubtful debts				5.53	6.72	6.72
				38.36	38.10	38.10

11.1 TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2022

Particulars	(₹. in Lakhs)						
	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	4.78	31.40	0.06	0.35	-	-	36.59
(ii) Undisputed Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	0.23	-	-	0.23
(iv) Disputed Trade receivables -considered good	-	-	-	-	1.77	-	1.77
(v) Disputed Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	5.30	-	5.30
Sub-total	4.78	31.40	0.06	0.58	7.07	-	43.89
Less: Allowance for doubtful debts		-	-	0.23	5.30	-	5.53
Total	4.78	31.40	0.06	0.35	1.77	-	38.36

TRADE RECEIVABLES AGEING SCHEDULE AS AT MARCH 31, 2021

Sr No.	Particulars	(₹. in Lakhs)						
		Outstanding for following periods from due date of payment						
		Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
	(i) Undisputed Trade receivables - considered good	-	25.88	0.09	7.89	-	-	33.86
	(ii) Undisputed Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
	(iii) Undisputed trade receivables - credit impaired	-	-	-	3.89	-	-	3.89
	(iv) Disputed Trade receivables - considered good	-	-	-	4.24	-	-	4.24
	(v) Disputed Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
	(vi) Disputed trade receivables - credit impaired	-	-	-	2.83	-	-	2.83
	Sub-total	-	25.88	0.09	18.85	-	-	44.82
	Less: Allowance for doubtful debts	-	-	-	6.72	-	-	6.72
	Total	-	25.88	0.09	12.13	-	-	38.10
11.2	There was no amount of trade receivable due by any Director or other Officers of the Company or due by any firms or private companies in which any Director is a Partner or a Director is a member (Previous year Nil).							

11.3	The movement in Allowance for bad and doubtful debts is as follows:			(₹. in Lakhs)
	Particulars		As at March 31, 2022	As at March 31, 2021
	Balance as at the beginning of the year		6.72	-
	Allowance for bad and doubtful debts during the year / (written back)		2.70	6.72
	Allowance for bad and doubtful debts written back		(3.89)	-
	Balance as at the end of the year		5.53	6.72

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

12. CASH AND BANK BALANCES

(₹. in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Cash and cash equivalents		
Cash on hand (including collection on hand)	3.49	4.14
Balances with Banks		
In current accounts	102.43	197.14
Total	105.92	201.28

13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹. in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Term deposits with maturity exceeding 3 months but less than 12 months *	-	30.33
Unpaid dividend Accounts	38.40	43.99
Total	38.40	74.32
* Refer Note 8A for bank balance in Fixed Deposit Accounts with maturity more than 12 months.		

14. LOANS

(₹. in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Current		
(Unsecured, considered good)		
Amounts due from employees	11.38	4.78
Total	11.38	4.78

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

15. INCOME TAX

a)	Major Components of Income Tax Expense consist of the following:		
(i)	Income tax recognised in statement of Profit and Loss		

(₹. in Lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Current tax in respect of current year (*)	102.00	-
Current tax adjustments in respect of previous years	-	0.78
Deferred tax in respect of current year (*)	119.59	(137.77)
Income tax expense recognised in Statement of Profit and Loss	221.59	(136.99)

(*) The Company has elected to exercise the option for lower rate of income tax of 22% prescribed under Sections 115BAA of the Income Tax Act, 1961 from the Financial Year 2019-2020.

(ii)	Income tax recognised in Other Comprehensive Income		
------	---	--	--

(₹. in Lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
Deferred tax on remeasurements of defined benefit plans	(3.27)	(1.01)
Income tax expense recognised in Other Comprehensive Income	(3.27)	(1.01)

b)	Reconciliation of tax expense and accounting profit for the year is as follows:		
----	---	--	--

(₹. in Lakhs)

Particulars	For the year ended	
	March 31, 2022	March 31, 2021
1) Profit / (Loss) for the year before tax	872.40	(545.11)
2) Income tax expense (*)	219.58	(136.28)
3) Tax effect of fair value of gain not taxable	(4.37)	(5.64)
4) Tax effect on non - deductible expense	3.54	11.76
5) Others	1.47	(7.61)
6) Interest on delayed payment of tax	1.37	-
Total	221.59	(137.77)
7) Adjustment in respect of previous year	-	0.78
Tax expense as per Statement of Profit and Loss	221.59	(136.99)

c)	Tax assets		
----	------------	--	--

(₹. in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Non Current tax assets (net)	-	-
Current tax assets (net)	65.48	8.23
Total	65.48	8.23

d)	Tax liabilities		
----	-----------------	--	--

(₹. in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Current tax liabilities (net)	-	-
Total	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

15. INCOME TAX - CONTINUED

e) The major components of deferred tax (liabilities) / assets arising on account of timing differences as follows:					
	As at March 31, 2022				(₹. in Lakhs)
	Particulars	Balance sheet As at April 1, 2021	Profit and Loss 2021-22	OCI 2021-22 (#)	Balance sheet as at March 31, 2022
	Difference between written down value of fixed assets as per the Books of Accounts and Income Tax Act, 1961	562.89	(5.05)	-	557.84
	Fair Valuation Gain	4.47	3.75	-	8.22
	Adjustment for Lease Expenses under Ind AS 116	(2.23)	1.84	-	(.39)
	Provision for doubtful debts	(1.69)	1.00	-	(.69)
	Unabsorbed Depreciation / Business Loss	(118.68)	118.68	-	-
	Provision for expenses allowed for tax purpose on payment basis	(26.26)	(.63)	3.27	(23.62)
	Net Deferred tax liabilities	418.50	119.59	3.27	541.36
	As at March 31, 2021				(₹. in Lakhs)
	Particulars	Balance sheet As at April 1, 2020	Profit and Loss 2020-21	OCI 2020-21 (#)	Balance sheet as at March 31, 2021
	Difference between written down value of fixed assets as per the Books of Accounts and Income Tax Act, 1961	580.05	(17.17)	-	562.89
	Fair Valuation Gain	-	4.47	-	4.47
	Adjustment for Lease Expenses under Ind AS 116	(3.34)	1.11	-	(2.23)
	Provision for doubtful debts	-	(1.69)	-	(1.69)
	Unabsorbed Depreciation / Business Loss (Refer Note (iii) below)	-	(118.68)	-	(118.68)
	Provision for expenses allowed for tax purpose on payment basis	(21.45)	(5.82)	1.01	(26.26)
	Net Deferred tax liabilities	555.26	(137.78)	1.01	418.50
	(#) OCI - Other Comprehensive Income.				
	Notes to Deferred Tax:				
	i) The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.				
	ii) Management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.				
	iii) In the previous year the Company had recognised Deferred tax assets on unabsorbed business losses and unabsorbed Depreciation as it was confident that it would be able to generate sufficient taxable profits (post recovery from the Covid-19 pandemic) against which these unabsorbed business losses and depreciation could be utilised.				
f)	Unrecognised deferred tax liability		None (Previous year - None)		
g)	Unrecognised deferred tax assets		None (Previous year - None)		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

16. SHARE CAPITAL

(₹. in Lakhs)						
	Particulars		As at March 31, 2022		As at March 31, 2021	
			Numbers	Amount	Numbers	Amount
A	Authorised					
	Equity share capital					
	Equity shares of ₹ 2/- each		99,750,000	1995.00	99,750,000	1995.00
	Preference share capital					
	Preference shares of ₹ 10/- each		5,050,000	505.00	5,050,000	505.00
		Total		2500.00		2500.00
B	Issued, subscribed and fully paid up					
	Equity share capital					
	Equity shares of ₹ 2/- each		46,219,250	924.39	46,219,250	924.39
		Total		924.39		924.39
NOTES:						
16.1	Reconciliation of the number of equity shares outstanding at the beginning and at the end of the period:					
(₹. in Lakhs)						
	Particulars		As at March 31, 2022		As at March 31, 2021	
			No. of shares	Rupees	No. of shares	Rupees
	Equity shares:					
	At the beginning of the period		46,219,250	924.39	46,219,250	924.39
	Add: Bonus issue of shares		-	-	-	-
	Less: Shares extinguished on buyback		-	-	-	-
	At the end of the period		46,219,250	924.39	46,219,250	924.39
	Shares bought back	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2017
	(during 5 financial years immediately preceding March 31, 2022)					
	Equity Shares bought back	-	-	-	-	-
16.2	Rights and terms attached to equity shares					
	(i) The Company has issued one class of shares referred to as equity shares having a par value of ₹. 2/-. Each holder is entitled to one vote per share.					
	(ii) The Company declares and pays dividends in Indian Rupees (₹). The payment of interim dividend is approved by the Board of Directors and ratified by the Shareholders. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.					
	(iii) In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.					
16.3	Details of shareholders holding more than 5% of the shares in the Company					
	Name of the shareholders		As at March 31, 2022		As at March 31, 2021	
			No. of shares	% holding in the class	No. of shares	% holding in the class
	Equity shares of ₹. 2/- each fully paid up:					
	Sunder G. Advani		9,425,893	20.39%	9,425,893	20.39%
	Haresh G. Advani		4,793,039	10.37%	4,791,139	10.37%
	Delta Corp Limited		13,377,842	28.94%	15,610,232	33.77%
16.4	On February 16, 2022, the Company received a disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011 from Derive Investments. As per the disclosure, Mr. Radhakishan S. Damani, Mrs. Shrikantadevi R. Damani and M/s. Derive Investments (wherein Mr. Radhakishan S. Damani and Mr. Gopikishan S. Damani are Partners), are classified as 'Persons Acting in Concert' (PAC). Together they own 2,393,490 shares i.e. 5.17% of the shares of the Company.					
16.5	The Company has not issued any security which is convertible into equity / preference shares.					
16.6	No shares of the Company have been reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.					

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

16.7 Shareholding of Promoters and the Promoters Group

Name of the Promoters	As at March 31, 2022			As at March 31, 2021		
	No. of shares	% holding	% Changed during the year	No. of shares	% holding	% Changed during the year
Equity shares of ₹ 2/- each fully paid up:						
Sunder G Advani	9,425,893	20.39%	-	9,425,893	20.39	-
Haresh G Advani	4,793,039	10.37%	0.004%	4,791,139	10.37	0.002%
Nina H Advani	2,137,350	4.62%	-	2,137,350	4.62	-
Lalita Sunder Badinehal	1,383,800	2.99%	-	1,383,800	2.99	-
Prahlad Sunder Advani	1,374,000	2.97%	-	1,374,000	2.97	-
Menaka Sunder Advani	1,310,880	2.84%	-	1,310,880	2.84	-
Natasha Mirchandani	741,399	1.60%	-	741,399	1.6	-
Jihan Haresh Advani	662,500	1.43%	-	662,500	1.43	-
Alekha Haresh Advani	519,451	1.12%	-	519,451	1.12	-
Indira Shiv Thadani	275,000	0.60%	-	275,000	0.6	-
Balram Dayaram Datwani	163,940	0.35%	-	163,940	0.35	-
Sabrina Dilip Jhangiani	26,250	0.06%	-	26,250	0.06	-
Total	22,813,502	49.34%	0.004%	22,811,602	49.34	0.002%
Promoters Group						
Sunder Advani Consultants LLP	378,500	0.82%	-	378,500	0.82	-
Total	23,192,002	50.16%	0.004%	23,190,102	50.16	0.002%

OTHER EQUITY

(₹. in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
RESERVES AND SURPLUS:		
a) Capital Reserve:		
Opening and Closing balance	823.55	823.55
b) Securities Premium Account:		
Opening and Closing balance	470.90	470.90
c) Capital Redemption Reserve:		
Opening and Closing balance	100.00	100.00
d) General Reserve:		
Opening balance and Closing balance	495.00	495.00
	495.00	495.00
e) Retained Earnings		
Opening balance	1510.92	1916.01
Add: Profit / (Loss) for the year	650.81	(408.12)
Other Comprehensive Income for the year (net of tax)	9.72	3.03
	2171.45	1510.92
Total	4060.90	3400.37

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

18. FINANCIAL LIABILITIES

₹. in Lakhs)

		Particulars	As at March 31, 2022	As at March 31, 2021
	A	Non-Current Borrowings		
		Secured:		
		From Banks		
		Term Loan (Refer Note 18.1)	-	-
		Vehicle loans [Refer Note 18.2 (i) & 18.6]	1.06	9.52
		Unsecured		
		Other Loans	11.86	11.86
		Non-Current Borrowings	12.92	21.38
	B	Current Borrowings		
		Secured		
		Cash credit from a bank [Refer Note 18.2 (ii)]	-	-
		Vehicle loans [Refer Note 18.2 (i) & 18.6]	8.45	11.81
		Unsecured		
	From a KMP	-	28.32	
		Total Current Borrowings	8.45	40.13
18.1	i) The Saraswat Co-op. Bank Ltd. has sanctioned credit facilities comprising of term loan of ₹ 300.00 lakhs, overdraft facility of ₹. 1500.00 lakhs and non-funded Bank Guarantee provided of ₹ 100.00 lakhs which are secured by a mortgage charge by deposit of the title deeds of Company's immovable property being Caravela Beach Resort Goa. The Company has not availed the term loan and non funded facilities during the year ended March 31, 2022.			
ii) Particulars of terms of repayment of loans/ rate of interest				
	A) Rate of Interest: PLR Less 5.75 bps, i.e. 8.25% p.a.			
	B) Repayment:			
	Term Loan: Repayable in 7 years after the expiry of 2 years for moratorium period in monthly instalments as follows:			
	First 24 months ₹. Nil, next 24 months ₹.2.50 lakhs, next 12 month ₹.5.00 lakh and last 24 month ₹.7.50 lakh p.m.			
	Overdraft: Repayable in 7 years or on demand with a moratorium of 2 years with reduction of ₹. 150.00 lakhs in each of the next financial year.			
18.2 Nature of Securities: Other Loans:				
	i) Vehicle loans are secured by hypothecation of respective vehicles.			
	ii) Working Capital facilities including Cash Credit limit from Axis Bank was secured by exclusive first hypothecation charge on the current assets, present and future and further secured by a collateral security by pledge of Fixed Deposit Receipt of ₹. 56.26 lakhs. Limit ₹. Nil (Previous Year ₹. 50.00 lakhs) (Refer Note 8A) (closed during the year).			
18.3 Particulars of Term Loans from Banks-Secured-Guaranteed:				
			₹. in Lakhs)	
	Particulars		March 31, 2022	March 31, 2021
	(i) By Directors		-	-
	(ii) By Others		-	-
			-	-
18.4 The Company is not declared a wilful defaulter by the bank from whom the above borrowing is taken				
18.5	The Company's present borrowing from Bank as above are secured by mainly immovable property of the Company as mentioned above and not on the security of the Current Assets of the Company and Company is not required to submit any quarterly statement of Current Assets to the lender.			
18.6	The Vehicle term loans taken from the Bank in earlier years have been utilised for purchase of vehicles and have since been fully repaid.			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

19. LEASE LIABILITIES

(₹. in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
19A	Non-current		
	Lease Liabilities (Refer Note 4)	25.69	15.18
	Non-current total	25.69	15.18
19B	Current		
	Lease Liabilities (Refer Note 4)	42.92	31.07
	Current total	42.92	31.07
	Total	68.61	46.25

20. PROVISIONS

(₹. in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
20A	Non-current		
	Provision for employee benefits		
	Compensated absences	18.04	7.73
	Gratuity	35.88	55.63
	Gratuity Under State Act	0.50	0.50
	Non-current total	54.42	63.86
20B	Current		
	Provision for employee benefits		
	Compensated absences	3.46	2.14
	Gratuity	15.05	14.74
	Current total	18.51	16.88
	Total	72.93	80.74

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

21. TRADE PAYABLES

(₹. in Lakhs)						
	Particulars				As at March 31, 2022	As at March 31, 2021
	Trade payables					
	i) Due to Micro, Small and Medium Enterprises (MSME) (Refer Note 21.2)				54.50	28.49
	ii) Due to other than Micro, Small and Medium Enterprises				239.35	316.60
	Total				293.85	345.09

21.1 TRADE PAYABLES AGEING SCHEDULE AS AT MARCH 31, 2022

(₹. in Lakhs)						
Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	54.50	-	-	-	-	54.50
(ii) Others	56.63	111.22	2.14	4.12	5.81	179.92
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	0.78	0.78
Sub-total	111.13	111.22	2.14	4.12	6.59	235.20
(v) Unbilled dues	-	58.32	-	0.33	-	58.65
Total	111.13	169.54	2.14	4.45	6.59	293.85

TRADE PAYABLES AGEING SCHEDULE AS AT MARCH 31, 2021

(₹. in Lakhs)						
Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	28.26	-	-	-	-	28.26
(ii) Others	51.77	163.30	4.86	12.51	8.69	241.13
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	0.78	0.78
Sub-total	80.03	163.30	4.86	12.51	9.47	270.17
(v) Unbilled dues	-	62.96	8.96	3.00	-	74.92
Total	80.03	226.26	13.82	15.51	9.47	345.09

21.2 DUE TO MICRO AND SMALL ENTERPRISES

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information available with the Company.						
	Particulars				As at March 31, 2022	As at March 31, 2021
i)	Principal amount and interest due:					
	Principal amount				54.50	28.49
	Interest due				-	-
ii)	Interest paid by Buyer in terms of Section 16 of MSMED Act				-	-
iii)	Amount paid beyond the appointed day				-	-
iv)	Interest due and payable to supplier, for payment already made under MSMED Act				-	-
v)	Amount of Interest accrued and remaining unpaid at the end of accounting year				-	-
vi)	Amount of further interest remaining due and payable even in succeeding years				-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

22. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
	Current		
	Employee payables	496.32	421.85
	Accrual for Expenses	3.07	0.86
	Others payables - capital creditors	4.33	12.82
	Unclaimed dividend (Refer Note 22.1)	38.40	43.99
	Others payables	74.13	90.81
	Current total	616.25	570.33
22.1	The Company has paid ₹ 2.16 (Previous Year ₹ Nil) and ₹ 3.29 (Previous Year ₹ Nil) to the Investor Education and Protection Fund (IEPF) under Section 125 of the Companies Act, 2013 in respect of the unclaimed dividends for FY 2013 -14 and FY 2014 -15 respectively. There are no amounts due for payment to the IEPF as at the year end.		

23. OTHER LIABILITIES

(₹ in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
	Current		
	Advances from customers	721.81	484.84
	Statutory Dues	175.31	107.19
	Current total	897.12	592.03

24. REVENUE FROM OPERATIONS

(₹ in Lakhs)			
	Particulars	Year ended March 31, 2022	Year ended March 31, 2021
	Hotel Operations:		
	i) Sale of services and products		
	Rooms, Restaurants, Bar, Banquets, etc.:		
	Room Sale	3275.67	1753.23
	Food Sale	1365.95	780.70
	Wine, Liquor and Other beverages	225.83	109.26
	Sub total	4867.45	2643.19
	ii) Other operating revenue		
	Guest sight seeing and transportation	114.79	36.96
	Health Club, SPA, Beauty Parlour and Swimming Pool	30.48	15.22
	Others	121.72	51.46
	Sub total	266.99	103.64
	Total	5134.44	2746.83

24.1	The operations of the Company's hotel at Goa were temporarily closed for part of the year (May 5, 2021 to August 11, 2021) (Previous year March 20, 2020 to September 30, 2020) due to the COVID-19 pandemic, which adversely affected the revenue. Hence, the figures of the current year are not comparable with the figures of the previous year. Refer Note 35.
24.2	Other disclosures as per Ind AS 115 : "Revenue from Contracts with Customers"
	i) Revenue from contracts with customers is recognised by the Company, net of indirect taxes.
	ii) The Company derived its revenue from the transfer of goods and services over time in its major service lines.
	iii) Contract balances: Advance collection is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from customers towards hotel services. Revenue is recognised once performance obligation is met, i.e. on room stay, sale of food and beverages. provision of banquet weddings and conference services. The particulars of contract balances outstanding are given in Note 23.

25. OTHER INCOME

(₹. in Lakhs)		
Particulars	Year ended March 31, 2022	Year ended March 31, 2021
i) Interest earned	4.53	8.20
ii) Dividend on current investments in mutual fund	-	1.29
iii) Gain on mutual funds investments	3.13	8.62
iv) Fair value gain of mutual funds investments under Ind AS	41.46	17.76
v) Gain on termination of Ind AS 116 Lease / waiver of lease rent	-	4.66
vi) Other non-operating income:		
(a) Excess provision and liabilities not payable, written back	32.37	19.13
(b) Provision for doubtful debts no longer required, written back	3.89	-
(c) Excess provision for employee benefits written back	-	9.71
(d) Fair Valuation of security deposits	1.18	1.26
(e) Other non-operating income (net of direct expenses)	1.13	0.30
Total	87.69	70.93
25.1	The Company has not surrendered or disclosed as income during the year, any transactions not recorded in the Books of Accounts in the tax assessment under the Income Tax Act, 1961.	
25.2	The Company has not traded or invested in Crypto Currency or Virtual Currency during the Financial Year.	

26. FOOD AND BEVERAGES CONSUMED

(₹. in Lakhs)		
Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Opening Stock	34.82	50.36
Purchases	382.99	200.76
	417.81	251.12
Less : Closing Stock	55.95	34.82
Total	361.86	216.30

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

27 - EMPLOYEE BENEFITS EXPENSE

(₹. in Lakhs)				
Particulars			Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus (Refer Note 27.3)			1525.42	1332.71
Contribution to provident funds and other funds			47.48	46.19
Provision for employee benefits			31.45	17.43
Employees' welfare expenses			104.06	87.97
		Total	1708.41	1484.30
27.1 Gratuity and other post employment benefit plans				
The Company has classified various benefits provided to employees as under:				
a) Defined Contribution Plans (DCP)				
Particulars			Year ended March 31, 2022	Year ended March 31, 2021
i) Provident Fund: Contribution to DCP recognized as expense for the year as under:				
Employer's contribution to Provident Fund			23.63	22.98
Employer's contribution to Employees Pension Scheme			20.81	20.48
Employer's contribution to National Pension Scheme			3.04	2.73
		Total	47.48	46.19
b) Defined Benefit Plans: (DBP)				
i) Contribution to Gratuity fund				
ii) Compensated absences Earned Leave				
In accordance with the Indian Accounting Standard 19 - Employee Benefits, actuarial valuation was done in respect of aforesaid defined benefit plans based on the following assumptions:				

(₹. in Lakhs)				
I. Assumptions	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Discount rate	6.10%	6.05%	6.10%	6.05%
Salary growth rate	6.00%	6.00%	6.00%	6.00%
Withdrawal rate	7.50%	7.50%	7.50%	7.50%
Sample rates per annum of Indian Assured Lives Mortality:				
Age 20 Years	0.09%	0.09%	0.09%	0.09%
Age 30 Years	0.10%	0.10%	0.10%	0.10%
Age 40 Years	0.17%	0.17%	0.17%	0.17%
Age 50 Years	0.44%	0.44%	0.44%	0.44%
Age 60 Years	1.12%	1.12%	1.12%	1.12%
Demographic assumptions:				
Retirement Age	58 years	58 years	58 years	58 years
Leave availment rate	NA	NA	1% p.a.	1% p.a.
Leave Encashment rate	NA	NA	0.00%	0.00%
Mortality Rate: Published rate under Indian Assured Lives Mortality - Ultimate table (IALM)	IALM	IALM	IALM	IALM
II. Funded status of the plan:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Present value of funded / unfunded obligations	272.42	259.88	21.50	9.87
Less: Fair value of plan assets	221.49	189.51	-	-
Net Liability (Assets) as per Balance Sheet	50.93	70.37	21.50	9.87

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022
27. EMPLOYEE BENEFITS EXPENSE - CONTINUED..

(₹. in Lakhs)

III. Statement of Profit and Loss for the current period:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Current Service Cost	14.74	14.32	5.56	6.63
Past service cost and loss/(gain) on curtailments and settlements	-	-	-	-
Net interest cost	3.81	3.11	0.54	1.77
Net value of remeasurement on the obligation and plan assets	-	-	6.80	(17.75)
Total included in 'Employee Benefit Expense'	18.55	17.43	12.90	(9.35)

(₹. in Lakhs)

IV. Other comprehensive income	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Components of actuarial gain / losses on obligations:				
Due to change in financial assumptions	(0.59)	2.28	(0.06)	0.35
Due to change in demographic assumptions	-	-	-	-
Due to experience adjustments	(10.25)	(5.38)	6.86	(18.10)
Return on plan assets excluding amounts included in interest income	(2.15)	(0.93)	-	-
Amount recognized in Other Comprehensive Income	(12.99)	(4.03)	6.80	(17.75)

(₹. in Lakhs)

V. Reconciliation of Defined Benefit Obligation:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Opening Defined Benefit Obligation	259.88	250.10	9.87	29.97
Current Service Cost	14.74	14.32	5.56	6.63
Interest cost	13.65	13.63	0.54	1.77
Components of actuarial gain / losses on obligations:				
Due to change in financial assumptions	(0.59)	2.28	(0.06)	0.35
Due to change in demographic assumptions	-	-	-	-
Due to experience adjustments	(10.25)	(5.38)	6.86	(18.10)
Past service cost	-	-	-	-
Benefits Paid	(5.01)	(15.07)	(1.27)	(10.75)
Closing Defined Benefit Obligation	272.41	259.88	21.50	9.87
Note: The closing Defined Benefit Obligations includes a) Gratuity of ₹ 4.28/- (Previous Year ₹ 4.61/-) and b) Leave Encashment Benefits of ₹ Nil (Previous Year ₹ 0.44/-) in respect of employees resigned including after the close of the financial year.				

(₹. in Lakhs)

VI. Reconciliation of plan assets:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Opening value of plan of assets	189.51	193.12	-	-
Interest income	9.84	10.52	-	-
Return on plan assets excluding amounts included in interest income	2.14	0.94	-	-
Contribution by Employer	25.00	-	-	-
Benefits Paid	(5.01)	(15.07)	-	-
Closing value of plan assets	221.48	189.51	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022
27. EMPLOYEE BENEFITS EXPENSE - CONTINUED

(₹ in Lakhs)

VII. Reconciliation of net defined benefit liability:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Net Opening provision in books of accounts	70.37	56.98	9.87	29.97
Expenses as above	18.55	17.43	12.90	(9.35)
Amount recognized as Other Comprehensive Income	(12.99)	(4.04)	-	-
Benefits Paid	-	-	(1.27)	(10.75)
Employer's Contribution to plan assets	(25.00)	-	-	-
Closing Net Liability	50.93	70.37	21.50	9.87

(₹ in Lakhs)

VIII. Composition of the Plan assets:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Policy of Insurance issued by L.I.C.	100%	100%	NA	NA

(₹ in Lakhs)

IX. Bifurcation of liability:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Current liability	15.05	14.74	3.46	2.14
Non-Current liability	35.88	55.63	18.04	7.73
Net Liability	50.93	70.37	21.50	9.87

(₹ in Lakhs)

X. Expected cash flows based on past service liability:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	Distribution	March 31, 2022	Distribution
Year 1	76.38	19.9%	3.46	10.60%
Year 2	32.34	8.9%	2.37	7.30%
Year 3	20.75	5.7%	1.92	5.90%
Year 4	26.37	7.3%	2.28	7.00%
Year 5	36.48	10.1%	2.49	7.70%
Year 6 to Year 10	112.88	31.1%	10.09	31.00%

(₹ in Lakhs)

XI. Sensitivity to key assumptions:	Gratuity (Funded)		Compensated absences - Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Discount rate Sensitivity				
Increase by 0.5%	266.69	254.26	20.89	9.61
(% change)	(2.10%)	(2.16%)	(2.82%)	(2.60%)
Decrease by 0.5%	278.42	265.78	22.14	10.14
(% change)	2.20%	2.27%	2.99%	2.75%
Salary growth rate Sensitivity				
Increase by 0.5%	277.59	265.36	22.14	10.14
(% change)	1.90%	2.11%	2.98%	2.74%
Decrease by 0.5%	267.42	254.93	20.89	9.61
(% change)	(1.84%)	(1.90%)	(2.84%)	(2.61%)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

27. EMPLOYEE BENEFITS EXPENSE - CONTINUED

Withdrawal rate (W.R.) Sensitivity				
W.R. x 110%	272.94	260.34	21.42	9.84
(% change)	0.19%	0.18%	-0.39%	-0.30%
W.R. x 90%	271.85	259.38	21.59	9.90
(% change)	-0.21%	-0.19%	0.42%	0.32%
NOTES:				
1. The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.				
2. The estimates of rate of escalation in salary is considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.				
3. The gratuity plan is funded through the Life Insurance Corporation of India and earned leave is unfunded.				
27.2 In the year 2018 - 2019, an ex-employee of the Company, after receiving the Notice of Termination with respect to her employment with the Company, made defamatory allegations against the Company and its Directors. The Company appointed legal advisors and the matter is being handled under their guidance and advice. A majority of the complaints filed by the ex-employee have been closed by the concerned authorities. The Company's legal advisors are of the view that no other claims of the ex-employee are legally maintainable with respect to the Medico-Legal cases filed by the disgruntled ex-employee against the Company and its Directors. Furthermore, the Company and its Directors have filed Criminal and Civil Defamation Suits against the said ex-employee due to the defamatory allegations, etc. The respective authorities have passed Process Orders and a Charge-Sheet in the favour of the Company and its Directors.				
27.3 The date of implementation of the Code on Social Security, 2020 ('the Code') relating to employee benefits is yet to be notified by the Government and when implemented will impact the contributions by the Company towards benefits such as Provident Fund, Gratuity, etc. The Company will assess the impact of the Code and give effect in the financial results when the Code and Rules thereunder are notified.				

28. FINANCE COSTS

(₹ in Lakhs)			
	Particulars	Year ended March 31, 2022	Year ended March 31, 2021
	Interest expenses on long term borrowings	1.32	2.24
	Interest expenses on short term borrowings	0.96	0.34
	Interest on lease liabilities (Refer Note 4 and 19)	3.42	6.82
	Processing fees for credit facilities	-	7.22
	Other borrowing costs (on delayed statutory dues)	0.37	2.88
	Total	6.07	19.50

29. DEPRECIATION & AMORTISATION EXPENSES

(₹ in Lakhs)			
	Particulars	Year ended March 31, 2022	Year ended March 31, 2021
	Depreciation of Property, plant and equipment (Refer Note 3)	259.96	295.58
	Depreciation on Right of Use assets (Refer Note 4)	25.89	27.70
	Amortisation of Intangible assets (Refer Note 6)	0.95	3.49
	Total	286.80	326.77

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

30. OTHER EXPENSES

(₹ in Lakhs)		
Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Power and Fuel	417.57	327.31
Rent (Refer Note 4)	1.55	1.59
Licence, Rates and Taxes (Refer Note 30.1)	75.01	18.67
Repairs to Buildings	213.81	79.44
Repairs to Machinery	100.62	65.62
Repairs to other fixed assets	75.97	62.01
Linen and Room Supplies	82.44	89.63
Other Supplies and expenses	86.68	66.75
Guest Transportation	44.62	24.66
Water Charges	39.52	35.45
Printing and Stationery	18.13	10.73
Expenses on Communication	28.54	23.55
Travelling and Conveyance	66.91	69.27
Insurance	38.19	39.14
Advertisement, publicity and sales promotion	107.83	42.83
Service Charges - Marketing and collections	250.44	130.24
Band and music	37.91	27.10
Directors Fees	49.90	35.80
Consultancy, Legal and professional charges (Refer Note 30.2)	194.74	87.51
Auditors' remuneration (Refer Note 30.3)	7.66	5.66
Bad debts and irrecoverable amounts written off	0.19	0.76
Provision for Doubtful debts	2.70	6.72
Fair valuation of security deposits	1.13	1.17
Loss on sale / discard of fixed assets (net)	2.62	0.37
GST, Luxury Tax, Sales Tax, etc. (including assessment dues)	9.39	7.81
Expenditure on Corporate Social Responsibility (Refer Note 30.4)	9.60	34.13
Miscellaneous Expenses	22.92	22.08
Total	1986.59	1316.00

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

30. OTHER EXPENSES - CONTINUED

(₹ in Lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
30.1 Licence, Rates and Taxes		
Licence fees - Hotel	19.83	15.32
Licence fees - Casino for earlier years as per the High Court Order dated March 16, 2022 including simple interest of ₹ 22.56- for delayed payment	51.78	-
Rates and Taxes	3.40	3.35
	75.01	18.67
30.2 Consultancy, legal and professional expenses include:		
Expenses incurred on Ayurveda Operating charges	10.98	8.56
30.3 Auditors' remuneration and expenses:		
Statutory Audit fees	7.00	5.00
For limited review	0.37	0.50
Reimbursement of out-of-pocket expenses	0.29	0.16
	7.66	5.66
30.4 Expenditure incurred on Corporate Social Responsibility activities:		
(i) Amount required to be spent by the Company during the year	15.59	27.79
(ii) Amount of expenditure incurred		
(a) during the year	9.60	34.13
(b) amount brought forward from the earlier year	6.35	-
(iii) Shortfall / (excess) at the end of the year	-	(6.35)
(iv) Total of previous year shortfall	-	-
(v) Reason for shortfall	-	-
(vi) Nature of CSR activities	-	-
Sports Promotion Initiative - Project Sindhu, Animal Welfare - Project Karuna, Women Empowerment, Preventive Health Care.		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

31. EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Basic / Diluted earnings per share		
From continuing operations attributable to the owners of the Company	1.41	(0.88)
From discontinued operation	-	-
Total basic earnings per share attributable to the owners of the Company	1.41	(0.88)
Basic / Diluted earnings per share		
The earnings and weighted average number of equity share used in the calculations of basic earnings per share are as follows:		
Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Earnings used in the calculation of basic earnings per share		
Profits / (Loss) from continuing operations attributable to the owners of the Company	650.81	(408.12)
Profit / Loss from discontinued operation	-	-
Earnings used in the calculation of basic earnings per share	650.81	(408.12)
Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Weighted average number of equity shares for the purpose of basic / diluted earnings per share	46,219,250	46,219,250

32. CONTINGENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
a) Claims against the Company not acknowledged as debts	65.16	69.51
b) Pending Bank Guarantees	31.86	31.86
c) Other Contingent Liabilities:		
A. In respect of claims against the Company pending appellate / judicial decisions, not acknowledged as debts:		
i) Provident Fund dues and charges	7.03	7.03
ii) Customs Duty	102.19	102.19
iii) Annual Room Fees for the Goa Nugget Casino - State Government (settled in full)	-	36.52
iv) Annual Recurring Fees for the Casino - State Government	223.80	223.80
v) Income-tax disputed in appeals.	84.28	82.82
Notes: i) Ademand of ₹ 79.62 (Previous Year ₹ 79.62) was raised by the Income Tax Department on completion of AY 2011-2012 by disallowing certain claims made by the Company. The Commissioner (Appeals) has deleted the disallowances made by the Income Tax Department and accordingly the above demand does not exists presently. The Income Tax Department had carried the matter further before the Income Tax Appellate Tribunal (ITAT) against the order of the Commissioner (Appeals). The appeal filed by the Income Tax Department has been dismissed by the ITAT vide Appellate Order dated June 3, 2019. Accordingly, the above demand does not survive now.		
ii) The Income Tax Authorities had filed appeals against the orders passed by the ITAT for AY 2010-2011, 2011-2012 and 2012-2013. The ITAT had allowed relief to the Company. The Income Tax authorities have withdrawn these appeals during the year due to the tax quantum being lower than the minimum prescribed limit.		
B. By Employees	120.66	90.92

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

32. CONTINGENT LIABILITIES - CONTINUED

(₹ in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
d)	The Company has been importing certain items of F&B and equipment under SFIS (Served from India Scheme). The DGFT Department has issued 3 Show Cause Notices dated October 14, 2014 and October 29, 2014 and informed the Company that in view of its using a foreign brand, it is not entitled to any benefit of concessional duty under SFIS and accordingly required the Company to pay back the duty concession availed by the Company. The Company has disputed the same. The Company has also filed a representation with the Ministry of Commerce, New Delhi on March 22, 2016 and February 22, 2017. No further communication has been received in response. Since from various State High Courts matters on similar issue are moving to the Supreme Court of India, the Company filed a petition before the Supreme Court of India for seeking the relief in the matter. The Company's petition has been admitted and matter has been tagged to the other similar matters pending before the Court. The matter is pending disposal before the Supreme Court. As a consequence, the authorities have denied the export benefits available to the Company under Service Export Incentive Scheme (SEIS) for the year 2015-16 and 2016-17 aggregating to Rs. 41.24 lakhs for which necessary applications have been made by the Company. Since no approvals have been received so far and in view of denial referred to above, the value of benefits for the above years will be recognised in the Books of Accounts on getting the necessary approval from the Authorities.	460.73	460.73
e)	The Company expects a reimbursement of Rs. 10.00 lakhs (Previous year Rs. 10.00 lakhs) in respect of the above contingent liabilities.		
f)	The Company is hopeful that on disposal of litigations as referred to in item (a) to (d) above, the disputed demands will not survive. In the event any of the said litigation is held against the Company, it will be liable to pay the demand raised and / or to be further raised along with applicable interest thereon, which is presently unascertainable.		

33. COMMITMENTS

(₹ in Lakhs)			
	Particulars	As at March 31, 2022	As at March 31, 2021
a)	Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances)	2.90	3.02

34. SEGMENT INFORMATION

	Hotel business is the Company's only business segment and hence disclosure of segment-wise information is not applicable under Indian Accounting Standard 108 – "Operating Segments".
--	---

35. IMPACT OF COVID-19

	The business of the Company has been adversely impacted during the year on account of COVID-19. The hotel operations were temporarily closed from May 4, 2021 to August 11, 2021 due to second wave of COVID - 19. Also, there was a third wave witnessed in the month of January 2022, resulting in restrictions in some parts of the country, which also impacted the revenues. However, with increased vaccinations and consequent reduction in number of cases and easing of all restrictions, the Company has witnessed recovery in its business in all the other months, and the same is continuing.
	The Company has assessed the possible impact of COVID-19 in preparation of this Financial Statement, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non-financial assets and impact on revenues and costs. The impact of COVID-19 may be different from that estimated as at the date of approval of these audited financial results and the Company will continue to closely monitor any material changes to future economic conditions.
	The Company has more than adequate funds at its disposal for the next 12 months to prevent any disruption of the operating cash flows and to enable the Company to meet its debts and obligations as they fall due. Accordingly, the financial results of the Company have been prepared on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

36. FINANCIAL RISK MANAGEMENT

36.1	<p>Risk Management Framework</p> <p>The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Audit Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the Board of Directors on its activities.</p> <p>The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by the internal audit team. The internal audit team undertakes both regular and adhoc reviews of risk management controls and procedures and the results of which are reported to the audit committee.</p> <p>The Company has exposure to the following risks arising from financial instruments:</p> <ul style="list-style-type: none">• Credit Risk• Liquidity Risk• Market Risk
	<p>a) Credit Risk</p> <p>Credit risk arises from the possibility that customers, or counterparty to financial instruments may not be able to meet their obligations. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Credit risks arise from cash and cash equivalents, deposits with banks, financial institutions and others, as well as credit exposures to customers, including outstanding receivables.</p> <p>The Company's policy is to place cash, cash equivalents and short term deposits with reputable banks and financial institutions.</p> <p>The Company has established a credit policy under which each new customer is analysed individually for credit worthiness before entering into a contract. Sale limits are established for each customer, reviewed regularly and any sales exceeding those limits require approval from the appropriate authority. There are no significant concentrations of credit risk within the Company.</p>
	<p>b) Liquidity Risk</p> <p>Liquidity risk is the risk that the Company may encounter in meeting the obligations associated with its financial liabilities which are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions. This needs to be done without incurring unacceptable losses or risking damage to Company's reputation.</p> <p>Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times. The Management also ensures that the Company does not breach borrowing limits or covenants on any of its borrowing facilities. Such forecasting takes into consideration the Company's debt financing plans, covenant compliance and taking into consideration the internal statement of financial position ratio targets.</p>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	Maturities of financial liabilities					
	March 31, 2022					(₹ in Lakhs)
	Particulars	Due in 1st year	Due in 2nd year	Due in 3rd - 5th year	Due after 5th year	Total
	Non-derivative financial liabilities					
	Vehicle loans	8.45	1.06	-	-	9.51
	Trade payables	293.85	-	-	-	293.85
	Other financial liabilities	616.25	-	-	-	616.25
	Total	918.55	1.06	-	-	919.61
	March 31, 2021					(₹ in Lakhs)
	Particulars	Due in 1st year	Due in 2nd year	Due in 3rd - 5th year	Due after 5th year	Total
	Non-derivative financial liabilities					
	Vehicle loans	11.81	8.09	1.43	-	21.33
	Unsecured Loan	28.32				28.32
	Trade payables	345.09	-	-	-	345.09
	Other financial liabilities	570.33	-	-	-	570.33
	Total	955.55	8.09	1.43	-	965.07
	Capital Risk Management					
	The Company manages its capital to ensure that it will be able to continue as a going-concern. The structure is managed to maintain an investment grade credit rating, to provide ongoing returns to shareholders and to service debt obligations, whilst maintaining maximum operational flexibility.					
	Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by Equity. Net debt is calculated as total borrowings (including 'current and non-current term loans' as shown in the Balance Sheet) less cash and cash equivalents.					
						(₹ in Lakhs)
	Particulars			Note	As at March 31, 2022	As at March 31, 2021
	Vehicle Term Loans and other borrowings			18	21.37	61.51
	Less: Cash and cash equivalents			12	105.92	201.29
	Net debt				(84.55)	(139.78)
	Total equity			16 & 17	4985.29	4324.76
	Gearing Ratio				(1.70%)	(3.23%)
	c) Market Risk					
	Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.					
	The Company uses derivatives to manage its exposure to foreign currency risk and interest rate risk. All such transactions are carried out within the guidelines set by the Risk Management Committee.					

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Foreign Currency Risk				
The primary market risk to the Company is foreign exchange risk. The Company is exposed to foreign exchange risk through its purchases from overseas suppliers and payment of services availed in various foreign currencies. The Company pays off its foreign exchange exposure within a short period of time, thereby mitigating the risk of material changes in exchange rate of foreign currency exposure.				
The following tables display foreign currency risk from financial instruments as at March 31, 2022 and March 31, 2021: (₹ in Lakhs)				
Particulars	Foreign Currency		March 31, 2022	March 31, 2021
Trade payables	U. S. Dollars (US\$)		17.82	8.79
	Great Britain Pounds (GBP)		-	-
	Total		17.82	8.79
Trade receivables	U. S. Dollars (US\$)		-	-
	Euro (€)		-	-
	Great Britain Pounds (GBP)		-	-
	Total		-	-
Net Receivable / (Payable)			(17.82)	(8.79)
For the year ended March 31, 2022 and March 31, 2021, the effect of every percentage point of depreciation and appreciation in the exchange rate between the Indian Rupee and the corresponding foreign currency, is as under:				
				(₹ in Lakhs)
			Effect on Profit Before Tax	
Particulars		% change in US\$ rate	For the year ended March 31, 2022	For the year ended March 31, 2021
Appreciation in exchange rate		1%	(0.18)	(0.09)
Depreciation in exchange rate		(1%)	0.18	0.09
				(₹ in Lakhs)
			Effect on Profit Before Tax	
Particulars		% change in € rate	For the year ended March 31, 2022	For the year ended March 31, 2021
Appreciation in exchange rate		1%	-	-
Depreciation in exchange rate		(1%)	-	-
				(₹ in Lakhs)
			Effect on Profit Before Tax	
Particulars		% change in GBP rate	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Appreciation in exchange rate		1%	-	-
Depreciation in exchange rate		(1%)	-	-
Interest Rate Risk				
The Company adopts a policy to hedge the interest rate movement in order to mitigate the risk with regards to floating rate linked loans based on the market outlook on interest rates. This is achieved partly by entering into fixed rate instruments and partly by borrowing at a floating rate and using interest rate swaps as hedges of the variability in cash flows attributable to interest rate risk.				

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

37. FINANCIAL INSTRUMENTS

a) Category-wise classification of Financial Instruments:

(₹ in Lakhs)

Particulars	Refer Note No.	Non-Current		Current	
		As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
i) Financial Assets measured at Amortised Cost					
Investment in mutual funds	7	0.25	-	2522.56	1203.69
Bank deposit with more than 12 months	8	41.24	95.22	-	-
Sundry Deposits	8	24.38	10.05	3.07	16.78
Trade and Other Receivables	11	-	-	38.36	38.10
Cash & Cash Equivalents	12	-	-	105.92	201.28
Other Bank Balances	13	-	-	38.40	74.32
Others	14	-	-	11.38	4.78
Total		65.87	105.27	2719.69	1538.95
ii) Financial Liabilities measured at Amortised Cost					
Long term borrowings	18	12.92	21.38	8.45	40.13
Lease Liabilities	19	25.69	15.18	42.92	31.07
Trade & other payables	21	-	-	293.85	345.09
Other financial liabilities	22	-	-	616.25	570.33
Total		38.61	36.56	961.47	986.62
b) Fair Value Measurements					

The carrying amount of financial assets and financial liabilities measured at amortised cost in the Financial Statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. All the fair values as disclosed above have been determined on the basis of Level 3 hierarchy except in respect of investment in mutual funds, which are determined on the basis of Level 1 hierarchy.

38. DIVIDEND

- a) The dividends declared by the Company and approved by the Board of Directors are based on the profits and retained earnings available for distribution as reported in the Financial Statements of the Company.
- b) The Board of Directors at their meeting held on May 20, 2022, has approved the payment of interim dividend of ₹. 1.40 (i.e. 70%) per share of face value of ₹. 2/- for the year ended March 31, 2022 (Previous year Nil). The outgo for the interim dividend will be ₹. 647.07 lakhs.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

39. RELATED PARTY DISCLOSURES

(a) Related parties	
i) Subsidiary Company:	None
ii) Parties where control exists:	None
iii) Key Management Personnel:	
Mr. Sunder G. Advani	Chairman & Managing Director
Mr. Hareesh G. Advani	Executive Director (Whole-Time Director)
Mr. Prahlad S. Advani	Director of Operations (Whole-Time Director)
Mr. Nilesh Jain (Refer note 40)	Company Secretary
Mr. Ajay Vichare	Chief Financial Officer (From September 9, 2021)
Mr. Sachin Jain (upto March 9, 2021)	Chief Financial Officer
iv) Other parties being relatives of Key Management Personnel with whom transactions have taken place during the year:	
Mrs. Menaka S. Advani	Non-Executive Director and relative
Mrs. Nina H. Advani	Non-Executive Director and relative
Mrs. Shahna Garg Advani (Proprietary Concern M/s. D'Bar Inc)	Relative
v) Other related parties with whom transactions have taken place during the year:	
M/s. D. M. Harish & Co., Advocates	A Partnership firm wherein relative of Mr. Adhiraj Harish, Non-Executive Director of the Company, is a partner.
M/s. Malvi Ranchoddas & Co., Solicitors & Advocates	A Partnership firm wherein Mr. Prakash Mehta, Non-Executive Director of the Company, is a partner.
M/s. S. D. Israni Law Chambers	A Law firm wherein Mr. S. D. Israni, Non-Executive Director of the Company, is a partner.
(b) Summary of transactions during the year with Related Parties and status of year-end outstanding balances:	

(₹ in Lakhs)

(Figures in italics are for the previous year)

Nature of transactions	Key Management Personnel	Associates and other related parties
Sitting Fees / Remuneration	337.33	10.50
	334.33	7.00
Professional Fees	-	51.60
	-	12.86
Digital Marketing & Other Design Services	-	25.97
	-	14.37
Expenses recovered	1.16	-
	0.67	-
Unsecured loan taken - short term	28.37	-
	28.32	-
Unsecured loan repaid - short term	56.69	-
	-	-
Balance outstanding at the year end:		
Creditors / Payables	-	8.97
	28.32	2.68

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

39. RELATED PARTY DISCLOSURES - CONTINUED

(c) Breakup of compensation to Key Management Personnel (KMP)		
Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.		
i) Compensation to KMP - Executive Directors	(₹ in Lakhs)	
Particulars	2021-22	2020-21
Short term employee benefits	275.52	280.32
Post employment benefits	5.83	5.83
Perquisites	17.69	10.74
Other long term benefits*	-	-
ii) Compensation to KMP - Other than Executive Directors	(₹ in Lakhs)	
Particulars	2021-22	2020-21
Short term employee benefits	33.24	35.38
Post employment benefits	3.24	0.21
Perquisites	1.81	1.86
Other long term benefits*	-	-
*As the liabilities for defined benefit plans are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.		
(d) Disclosure of Material Transactions with Related Parties:	(₹ in Lakhs)	
Particulars	2021-22	2020-21
Remuneration to Key Managerial Personnel and Sitting Fees to their relatives:		
Mr. Sunder G. Advani - Chairman & Managing Director	125.32	125.36
Mr. Haresh G. Advani - Executive Director (Whole-Time Director)	83.57	86.92
Mr. Prahlad S Advani - Director of Operations (Whole-Time Director)	90.15	84.60
Mrs. Menaka S Advani (Relative and Non-Executive Director)	7.00	5.00
Mrs. Nina H. Advani (Relative and Non-Executive Director)	3.50	2.00
Mr. Nilesh Jain - Company Secretary (Refer note 40)	17.19	18.57
Mr. Ajay G. Vichare - CFO from September 9, 2021	21.10	-
Mr. Sachin Jain - CFO - till March 9, 2021	-	18.88
Unsecured Loans Taken		
Mr. Sunder G. Advani (Chairman & Managing Director)	-	28.32
Mr. Haresh G. Advani (Executive Director)	28.37	-
Unsecured Loans Repaid - short term		
Mr. Sunder G. Advani (Chairman & Managing Director)	28.32	-
Mr. Haresh G. Advani (Executive Director)	28.37	-
Professional Fees:		
Malvi Ranchoddas & Co	42.60	4.36
D. M. Harish & Co.	9.00	8.50
Digital Marketing & Other Design Services:		
D'Bar Inc (Mrs. Shahna Garg Advani)	25.97	14.37
Expenses Recovered:		
Mr. Sunder G. Advani	0.88	-
Mr. Haresh G. Advani	0.28	0.05
Mr. Prahlad S Advani	-	0.62

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

39. RELATED PARTY DISCLOSURES - CONTINUED

Year end balances:		
Sundry Creditors / payables:	-	
Mr. Sunder G. Advani	-	28.32
Malvi Ranchoddas & Co.	-	-
S. D. Israni Law Chambers	-	-
D'Bar Inc (Mrs. Shahna Garg Advani)	8.97	2.68

40. EVENTS OCCURRING AFTER THE REPORTING PERIOD:

a)	The Company Secretary Mr. Nilesh Jain resigned from service with effect from April 16, 2022. The Company is in the process of appointing a suitable candidate in the due course of time as a Company Secretary.
----	---

b)	Refer note 38 (b) for interim dividend
----	--

41. ADDITIONAL REGULATORY INFORMATION:

Following disclosures are made to the best of the information, knowledge and belief of the Management as required by sub-clause (L) of clause (6) of General Instructions for preparation of Balance Sheet in Division II of Schedule III to the Companies Act, 2013:	
---	--

a)	The Company has not made any loans or advances in the nature of loans to Promoters, Directors, KMPs and the related parties either severally or jointly with any other person during the year.
----	--

b)	The Company has not entered into any transactions with companies struck off by the Registrar of Companies (ROC).
----	--

c)	There were no charges, which were yet to be registered with ROC beyond the statutory period as on the close of the Financial Year. As regards satisfaction of charges, the Company had taken a loan of ₹ 2,900.00 lakhs from a consortium of banks in the year 2003, for which a charge was duly registered and the said loan was fully repaid in the earlier years. The Company has filed the satisfaction of charge after the close of the Financial Year on the basis of a "No Dues Certificate" issued by the said bank on April 27, 2022. Apart from the above, there was no other satisfaction of charge as on March 31, 2022 which was yet to be registered with ROC.
----	--

d)	No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
----	---

e)	No funds have been received by the Company from any person(s) entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
----	---

f)	The Company does not have any subsidiaries, joint ventures and associates during the year ended March 31, 2022 hence disclosure for compliance with number of layers of companies is not applicable.
----	--

g)	The disclosure regarding effect of Scheme of Arrangements being accounted for in the Books of Accounts in accordance with the Scheme and accounting standards and deviations, if any is not applicable to the Company as no such Scheme was filed by the Company for approval before any authority.
----	---

h)	Disclosures in respect of other items of the sub-clause (L) of clause (6) of General Instructions for preparation of Balance Sheet in Division II of Schedule III to the Companies Act, 2013 have been given elsewhere in the Financial Statements to the extent applicable to the Company.
----	---

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

42	Ratios:						
	Particulars	Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	% of Variance	Reasons
i)	Current Ratio (in time)	Current Assets	Current Liabilities	1.69	1.17	44%	(i)
ii)	Debt – Equity Ratio (in time)	Total Borrowings	Shareholder’s Equity	0.00	0.01	(70%)	(ii)
iii)	Debt Service Coverage Ratio (in time)	Earnings Available for Debt Service	Debt Service	12.14	(1.18)	NA	(iii)
iv)	Return on Equity (ROE) (in %)	Net Profit After Tax	Average Shareholder’s Equity	13.98% *	(9.01%)	NA	(iii)
v)	Inventory Turnover Ratio	NA	NA	NA	NA	NA	(iv)
vi)	Trade Receivables Turnover Ratio (in days)	Revenue	Average Trade Receivable	2.72	19.82	(27%)	(v)
vii)	Trade Payables Turnover Ratio (in days)	Purchases of Services and Other Expenses	Average Trade Payables	54.07	94.44	(43%)	(vi)
viii)	Net Capital Turnover Ratio (in time)	Revenue	Working Capital (Average)	8.55	4.09	109%	(iii)
ix)	Net Profit Ratio (in %)	Net Profit After Tax	Total Income	12.68%	(14.86%)	NA	(iii)
x)	Return On Capital Employed (ROCE) (in %)	Earning Before Interest and Tax	Capital Employed (Average)	15.63%	(10.85%)	NA	(iii)
xi)	Return On Investment (ROI)	NA	NA	NA	NA	NA	(vii)

NOTES	
i)	This ratio has increased mainly due to the increase in current investments.
ii)	Unsecured loans have been repaid during the year.
iii)	This ratio has improved due to an increase in the revenue of the Current Year.
iv)	This ratio is not presented since the Company holds inventory for consumption in the service of food and beverage and the proportion of such inventory is insignificant to Total Assets.
v)	This ratio has improved due to an increase in the revenue and better efficiency in our collections.
vi)	This ratio has improved with an increase in the volume of business activity during the year.
vii)	This ratio is not presented since the Company holds surplus funds, which are temporary in nature to ensure adequate liquidity during the year.
* The Return on Equity shown here has been calculated by using the Average Shareholder’s Equity over the 12 month period and not as at March 31, 2022.	
43	Previous period figures have been re-grouped / re-classified wherever necessary, to conform to current period’s classification and to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective April 1, 2021.

As per our report of even date
For M/s. JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

Amar Bafna
Partner
(Membership No. 048639)

Mumbai, May 20, 2022

For and on behalf of the Board of Directors

Sunder G. Advani
Chairman & Managing Director
(DIN 00001365)

Ajay G. Vichare
Chief Financial Officer

Haresh G. Advani
Executive Director
(DIN 00001358)

[illegible]









Two Bedroom Garden Villa









Superior Room



Garden View Room



















CARAVELA[®]

BEACH RESORT

VARCA, GOA



ADVANI HOTELS & RESORTS (INDIA) LIMITED

18 Jolly Maker Chambers II, Nariman Point, Mumbai 400 021, India • T: +91 22 2285 0101

www.CaravelaBeachResortGoa.com



www.facebook.com/caravelabeachresort



www.instagram.com/caravelabeachresort



[caravela beach resort](https://www.google.com/maps/place/Caravela+Beach+Resort,+Varca,+Goa)