

## CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019.

### 1. Company's philosophy on Corporate Governance:

The Company subscribes fully to the basic principles of good corporate governance, the objective of which is to increase productivity and competitiveness, thus maximize shareholder value. 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. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Share Transfer Committee. 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 appropriate delegation of powers and responsibilities.

### 2. Board of Directors:

- (i) As on March 31, 2019, the Board comprises, three Non-Independent Executives, two Non-Independent Non-Executives and five 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 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, 2019 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.

## ADVANI HOTELS & RESORTS (INDIA) LIMITED

- (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, 2019 are given herein below.

Name of Director	Category	No. of Board Meetings attended	Attendance at the last AGM held on 09.08.2018	No. of Outside Directorships #	No. of Committee Chairmanships / Memberships \$	
					Chairmanship	Membership
Mr. Sunder G. Advani, Chairman & Managing Director	Non-Independent Executive	05	Present	None	None	None
Mr. Haresh G. Advani, Executive Director	Non-Independent Executive	05	Present	None	None	None
Mr. Prahlad S. Advani, Whole-time Director (Operations)	Non-Independent Executive	04	Present	None	None	None
Mr. Prakash V. Mehta	Independent Non-Executive	05	Present	6	2	7
Mrs. Menaka S. Advani	Non-Independent Non-Executive	05	Present	None	None	None
Mr. Vinod Dhall	Independent Non-Executive	02	Absent	5	2	3
Adm. Sureesh Mehta (Retired)	Independent Non-Executive	05	Present	None	None	None
Mr. Adhiraj A. Harish	Independent Non-Executive	04	Present	2	None	3
Mrs. Nina H. Advani	Non-Independent Non-Executive	05	Present	None	None	None
Dr. S. D. Israni	Independent Non-Executive	05	Present	2	None	2

# Includes Directorships of Public Limited companies other than Advani Hotels & Resorts (India) Ltd.

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

- (vi) During the financial year 2018-19, 5 (Five) Board Meetings were held on May 17, 2018, August 9, 2018, September 24, 2018, November 2, 2018 and February 14, 2019. 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 2018-19, 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 February 14, 2019. 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>)

### 3. Shares held by Non-Executive Directors:

Sr. No.	Non-Executive Directors	No. of Shares held as on March 31, 2019
1.	Mr. Prakash V. Mehta	Nil
2.	Mr. Vinod Dhall	Nil
3.	Adm. Sureesh Mehta (Retired)	Nil
4.	Mr. Adhiraj A. Harish	Nil
5.	Mrs. Menaka S. Advani	1,310,880
6.	Mrs. Nina H. Advani	2,136,350

### 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 Governance guidelines of the Company, with management expertise and wide range of experience. The Directors appointed by the Board are given 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](http://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 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 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 as a Director of the Company. The Director is also explained in detail the compliances required from him 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, Corporate Social Responsibility Committee, and non mandatory committees viz, Share transfer Committee.

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 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 Audit Committee**

The Audit Committee mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by 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	4
2.	Mrs. Menaka S. Advani	Non-Independent Non-Executive	4
3.	Mr. Vinod Dhall	Independent, Non-Executive	1
4.	Dr. S. D. Israni	Independent, Non-Executive	4
5.	Mr. Adhiraj Harish	Independent, Non-Executive	3

(v) Four 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 May 17, 2018, August 9, 2018, November 2, 2018 and February 14, 2019. The necessary quorum was present for all the meetings.

(vi) The last Annual General Meeting (AGM) was held on August 9, 2018 and was attended by Mr. Prakash V. Mehta, Chairman of the Audit Committee and Nomination and Remuneration 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 on 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 evaluation of independent directors.
- (6) Recommend to the Board, all remuneration, in whatever from, payable to senior management.

- (iii) During the financial year 2018-19 under review only one meeting of the Committee were held on February 14, 2019. 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 Meetings attended in in the year under review
1.	Mr. Prakash V. Mehta, Chairman	Independent, Non-Executive	1
2.	Adm. Sureesh Mehta	Independent, Non-Executive	1
3.	Mr. Adhiraj Harish	Independent, Non-Executive	Nil

- 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 2018-19 was Rs 16.60 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 Chairman and Managing Director and Whole time Director is governed by the recommendation of the Remuneration and Nomination 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 Remuneration and Nomination Committee and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on 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 directors (executive and non executive) are given in Form MGT-9 which is attached as annexure 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, all requests/queries received from shareholders were resolved and as on March 31, 2019 there were no pending complaints.
- (iv) During the year under review no meeting of the Stakeholders Relationship Committee was held.
- (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 A. Harish*	Non Executive – Independent Director

- Inducted on February 14, 2019

- (vi) Name designation and address of Compliance Officer

Mr. Nilesh Jain  
 Company Secretary  
 18A & 18B Jolly Maker Chambers II  
 Nariman Point, Mumbai – 400021  
 Telephone No: (022) 2285 0101, Fax No.: (022) 2204 0744  
 Email ID: cs.ho@advanihotels.com

- (vii) The Company Secretary 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 is 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 one meeting of the CSR Committee was held on November 2, 2018.

The composition of the CSR Committee is 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 A. Harish	Independent Non-Executive

## E. Share Transfer Committee:

The Committee comprises of the following two Executive Directors and one Non-Executive Director:

Sr. 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. Haresh G. Advani	Non-Independent Executive

The Share Transfer Committee was looking into the approval of share transfers, transmissions, issue of duplicate share certificates and discontinued w.e.f. March 31, 2019 in view of the SEBI mandate.

## 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 meeting of NRC also reviewed performance of the Chairman and Managing Director on performance evaluation criteria's based on the Board of Directors Performance Evaluation Guidelines.

A separate meeting of the independent directors ("Annual ID meeting") was convened on February 14, 2019, 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 Directors:

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

### Performance evaluation of Board and Committees:

- Effectiveness of Board processes, information and processing
- Board structure and composition
- Effective in establishing a corporate environment that promotes timely and effective disclosure, fiscal accountability, high ethical standards and compliance with applicable laws and regulations
- Quality of relationship between Board and Management
- Board / Committee meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues
- 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
- Efficacy of communication with stakeholders



- h. Board / Committees inculcate positive perspectives in the Company to uphold 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 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 sitting fees paid for each Board and committee meetings attended by them. The evaluation mechanism of Independent Directors is detailed in Director's 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 Companies Act, 2013. 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 notes 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 no. of shareholders and the outstanding shares in the suspense account lying as on April 1, 2018	73	2,39,675
Shareholders who approached the company for transfer of shares from suspense account during the year	05	1,92,000
Shareholders to whom shares were transferred from suspense account during the year	05	1,92,000
Shareholders whose shares are transferred to the demat Account of the IEPF Authority as per Section 124 of the Act	06	6250
Aggregate no. of shareholders and the outstanding shares in the suspense account lying as on March 31, 2019	62	41,425

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
2017-2018	31 <sup>st</sup> AGM held on Monday, August 9, 2018 at 3.30 PM	'Rangaswar', 4th Floor, Chavan Centre, Gen. Jagannath Bhosale Marg, Nariman Point, Mumbai – 400021	No Special Resolutions passed
2016-2017	30 <sup>th</sup> AGM held on Monday, September 27, 2017 at 3.30 PM	Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020	No Special Resolutions passed

2015-2016	29 <sup>th</sup> AGM held on Monday, September 26, 2016 at 3.30 PM	'Rangaswar', 4th Floor, Chavan Centre, Gen. Jagannath Bhosale Marg, Nariman Point, Mumbai – 400021	(a) Payment of Remuneration to Mr. Sunder G Advani, Managing Director, on the same terms & conditions (b) Payment of Remuneration to Mr. Hareesh G Advani, Executive Director, on the same terms & conditions
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## (ii) Extra-Ordinary General Meeting (EGM)

No extraordinary general meeting of the members was held during FY 2018 -2019.

## (iii) Postal Ballot

During the year under review one event of postal ballot was held to take the approval of shareholders. Postal Ballot details provided below:-

The Company issued one postal ballot notice dated 14 February 2019 to obtain the consent from the Shareholders by way of Special Resolutions through postal ballot/e-voting for:

Resolution (1): Approval for continuation of Directorship of Mr. Prakash V Mehta as a non executive independent director despite exceeding the age limit of 75 years,

Resolution (2): Approval for continuation of Directorship of Mr. Vinod K Dhall as a non executive independent director despite exceeding the age limit of 75 years

Mr. Virendra G. Bhatt, Practicing Company Secretary was appointed as the Scrutinizer for conducting the postal ballot / e-voting process.

After due scrutiny of all the postal ballot forms / e-voting received upto the close of the working hours on 23rd March 2019 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on 23rd March 2019. The date of declaration of the results of postal ballot / e-voting i.e. 25th March 2019 has been taken as the date of passing of the Resolutions.

Mr. Sunder G Advani, Chairman & Managing Director announced the following results of the Postal Ballot/ e-voting.

		Resolution No. 1	Resolution No. 2
A	Number of Valid Postal Ballots forms received and e-voting by shareholders	110	110
B	Votes in favour of the Resolution	23216297	23214797
C	Votes against the Resolution	1197	1197
D	Number of invalid Postal Ballot Forms re-ceived	1251	2751

The votes cast assenting to all the above mentioned Special Resolutions are 99.99% of the total votes polled and consequently the Resolutions as mentioned in the Notice of Postal Ballot dated February 14, 2019 were passed by the shareholders by overwhelming majority.

## (iv) Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

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.

## 16. Disclosures:

### a. Strictures and Penalties:

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 on any matters related to capital markets during the last three years.

### b. Compliance with Accounting Standards:

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 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 / CFO Certification

Mr. Sunder G. Advani, Chairman & Managing Director and Mr. Shankar Kulkarni, Chief Financial Officer 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 Annual Accounts for the year ended March 31, 2019.

## 17. 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.

## 18. 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.

## 19. Means of Communication:

The extracts of quarterly, half-yearly and annual results of the Company are published in leading newspapers in India which include The Economic Times, Business Standard 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.

## 20. General Shareholder Information:

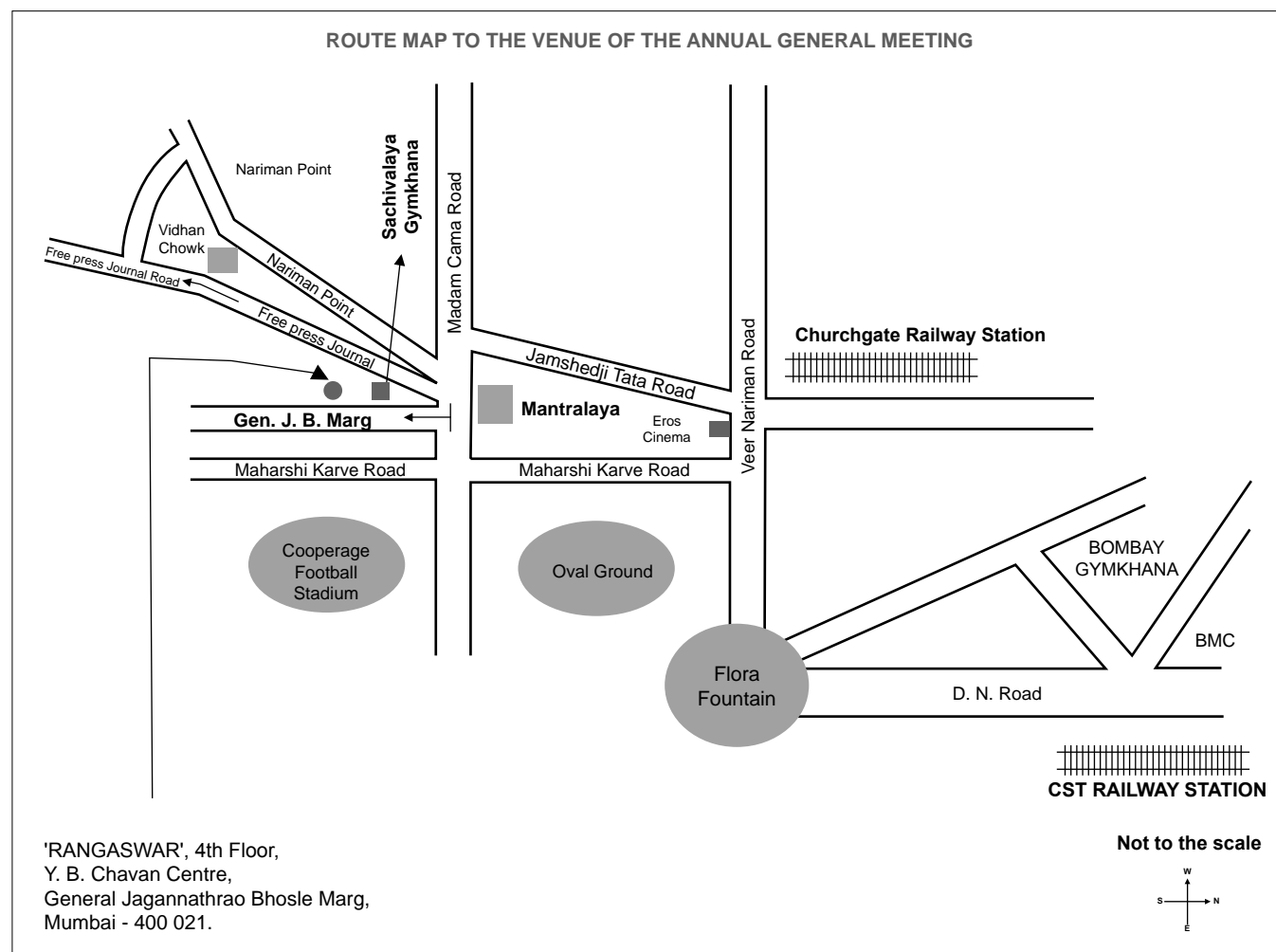
### 32<sup>nd</sup> Annual General Meeting

Day & Date : Tuesday, September 17, 2019

Time : 3.30 p.m.

Venue : 'Rangaswar', 4th Floor, Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai-400 021

The route map of the venue is as below:



## 21. Tentative Calendar for the financial year ending on March 31, 2020:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending on March 31, 2020 are as follows:

First Quarter Results	Second week of August, 2019
Second Quarter and half yearly Results	Second week of November, 2019
Third Quarter Results	Second week of February, 2020
Fourth Quarter and Annual Results	Last week of May, 2020

## 22. Date of Book Closure/Record Date:

September 7, 2019 to September 17, 2019 (both days inclusive)

## 23. 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 2019-20 has been paid to National Stock Exchange of India Ltd, and the BSE Ltd.

## 24. Corporate Identity Number (CIN) of the Company:

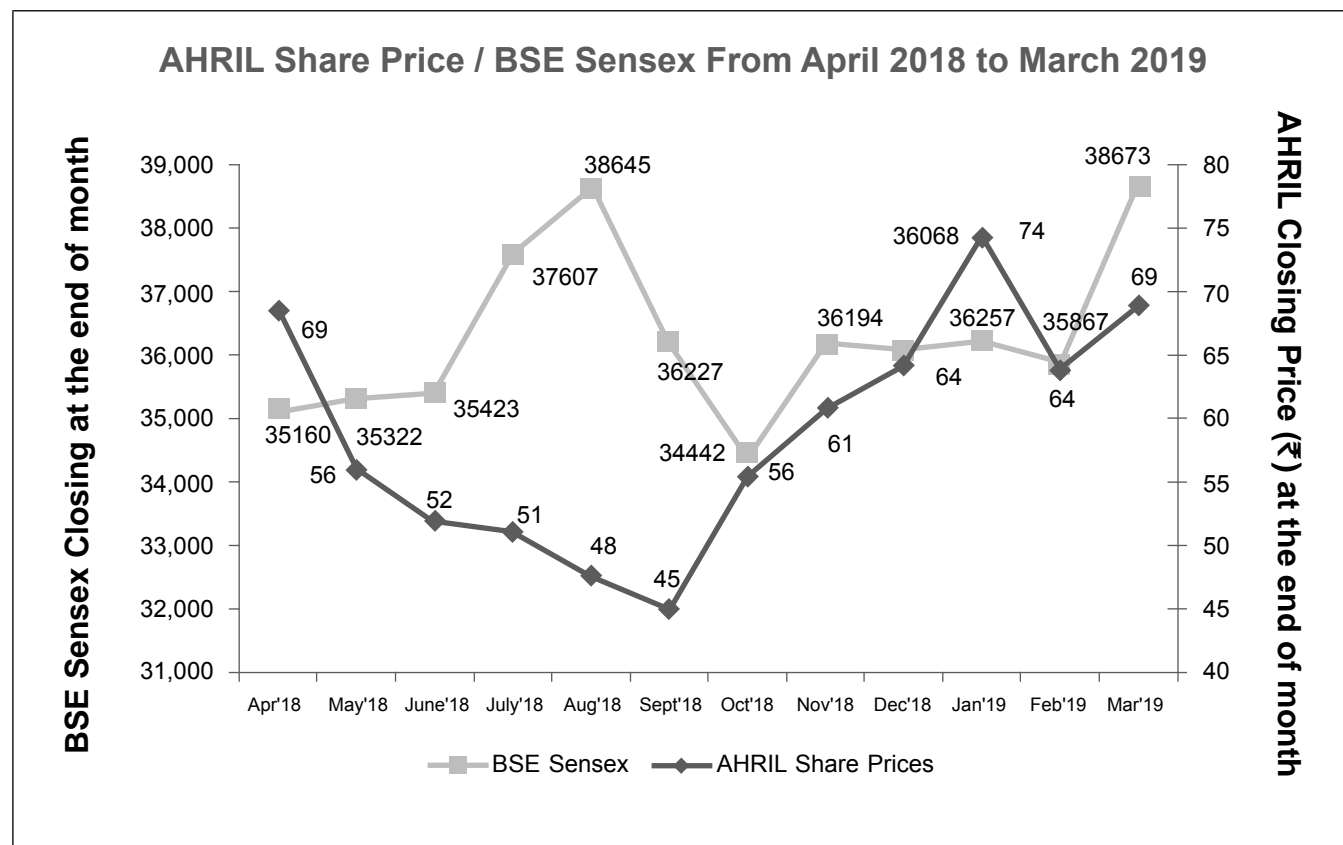
L99999MH1987PLC042891

## 25. 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 2018 - 2019 are given below:

Month	High (₹)	Low (₹)	Close (₹)	Month	High (₹)	Low (₹)	Close (₹)
BSE				NSE			
April 2018	79.00	54.30	68.50	April 2018	75.50	53.40	68.80
May 2018	70.10	53.05	56.10	May 2018	70.90	52.90	55.70
June 2018	58.50	50.10	52.00	June 2018	58.25	50.75	52.80
July 2018	56.90	44.10	51.15	July 2018	55.00	43.80	51.95
August 2018	54.60	45.60	47.65	August 2018	56.50	46.30	48.20
September 2018	56.25	42.00	45.10	September 2018	55.30	41.45	45.35
October 2018	61.20	45.00	55.50	October 2018	59.30	45.00	55.10
November 2018	64.20	51.80	60.90	November 2018	63.80	52.00	60.90
December 2018	67.90	55.45	64.20	December 2018	68.85	55.10	64.15
January 2019	78.35	62.10	74.25	January 2019	78.20	61.95	72.25
February 2019	73.00	55.25	63.95	February 2019	75.00	57.10	62.85
March 2019	73.10	61.55	68.95	March 2019	73.00	58.25	68.10

26. Performance of Company's share price in comparison to BSE Sensex:



27. Registrar and Share Transfer Agent:

**Datamatics Business Solutions Limited**

[Unit: Advani Hotels & Resorts (India) Limited]

Plot No. B-5, Part B, Cross Lane,

MIDC Marol, Andheri (East), Mumbai-400 093

Telephone No.: (022) 6671 2237, Fax No.: (022) 6671 2230

Contact Person: Mr. Anand Bhilare / Mr. Pradeep Mokhale

28. Share Transfer System

Out of the total Equity Share Capital, 97.80% is held in dematerialized form as on March 31, 2019. Transfers of these shares are done through the depositories with no involvement of the Company. The Share Transfer 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 lodgment for Share transfer provided the transfer instruments are valid and complete in all respects.

**29. Distribution of Shareholding as on March 31, 2019:**

Range (No. of Shares)	No. of Shareholders	% to Total	No. of Shares	% To Total
1 to 500	4337	76.37	962,791	2.08
501 to 1000	382	12.01	619,970	1.34
1001 to 2000	281	4.95	442,263	0.96
2001 to 3000	151	2.66	388,242	0.84
3001 to 4000	38	0.67	138,201	0.30
4001 to 5000	57	1.00	275,704	0.60
5001 to 10000	67	1.18	495,962	1.07
10001 & above	66	1.16	42,896,117	92.81
<b>Total</b>	<b>5679</b>	<b>100.00</b>	<b>46,219,250</b>	<b>100.00</b>

**30. Category of Shareholding as on March 31, 2019:**

Category	No. of Shares	% to Total
Promoters & Promoter Group	23,187,102	50.17
Mutual Funds	47,000	0.10
Bank / FIs / Insurance Companies	2,500	0.01
Foreign Institutional Investors	0	0.00
Bodies Corporate	16,494,497	35.69
General Public	5,927,346	12.82
NRIs / Foreign Bodies	560,805	1.21
<b>Total</b>	<b>46,219,250</b>	<b>100.00</b>

**31. 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, 97.80% is held in dematerialized form as on March 31, 2019.

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2019, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

**32. Location of Hotel:****Caravela Beach Resort**

Varca Beach, Varca Village, Salcette, Goa-403 721

Telephone No: (0832) 6695000

**33. 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 money in the accounts 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 Companies Act, 2013 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 Companies Act, 2013 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 final dividend for the financial year 2012-13 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, 2019 and respective due dates for claim by the Shareholders:

Financial Year	Date of Declaration of Dividend	Last Date for claim
2012 – 13 (Interim)	08-02-2013	15-03-2020
2013 – 14 (Interim)	19-05-2014	23-06-2021
2014 --15 (Interim)	10-02-2015	17-03-2022
2014 --15 (Final)	16-09-2015	21-10-2022
2015 -- 16 (Interim)	10-02-2016	18-03-2023
2016-17 (1st Interim)	28-07-2016	02-09-2023
2016-17 (2nd Interim)	27-01-2017	03-03-2024
2017-18 (1st Interim)	30-11-2017	04-01-2025
2017-18 (Final)	09-08-2018	13-09-2025
2018-19 (1st Interim)	14-02-2019	21-03-2026
2018-19 (2nd Interim)	10-05-2019	14-06-2026

**(d) Mandatory Transfer of Shares to the Demat Account of Investors Education and Protection Fund (IEPFA) in case of unpaid / unclaimed dividend on shares for a consecutive period of seven years:**

In terms of Section 124(6) of the Companies Act, 2013 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 20,392 Equity shares (including 6,250 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.