

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L99999MH1987PLC042891

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACR6389Q

(ii) (a) Name of the company

ADVANI HOTELS AND RESORTS

(b) Registered office address

18A & 18B, Jolly Maker Chambers-II
Nariman Point
Mumbai
Maharashtra
400021

(c) *e-mail ID of the company

cs.ho@advanihotels.com

(d) *Telephone number with STD code

02222850101

(e) Website

www.caravelabeachresortgoa.

(iii) Date of Incorporation

13/03/1987

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	2
2	NATIONAL STOCK EXCHANGE	1,025

(b) CIN of the Registrar and Transfer Agent

U74140MH1982PLC028446

Pre-fill

Name of the Registrar and Transfer Agent

DATAMATICS BUSINESS SOLUTIONS LIMITED

Registered office address of the Registrar and Transfer Agents

PLOT NO. B - 5, PART B CROSS LANE , MIDC, MAROL,
ANDHERI EAST

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 09/08/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Service	I1	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel,	61.13
2	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	32.97

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	99,750,000	46,219,250	46,219,250	46,219,250
Total amount of equity shares (in Rupees)	199,500,000	92,438,500	92,438,500	92,438,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	99,750,000	46,219,250	46,219,250	46,219,250
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	199,500,000	92,438,500	92,438,500	92,438,500

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,050,000	0	0	0
Total amount of preference shares (in rupees)	50,500,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	5,050,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	50,500,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

At the beginning of the year	46,219,250	92,438,500	92,438,500	
Increase during the year	0	0	0	0
i. Pubic Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	46,219,250	92,438,500	92,438,500	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		27/09/2017	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			5,089,892
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,186,000
Deposit			0
Total			7,275,892

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

624,770,165

(ii) Net worth of the Company

475,849,480

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	22,808,602	49.35	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	378,500	0.82	0	
10.	Others	0	0	0	
	Total	23,187,102	50.17	0	0

Total number of shareholders (promoters)

13

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,976,457	12.93	0	
	(ii) Non-resident Indian (NRI)	389,095	0.84	0	
	(iii) Foreign national (other than NRI)	1,925	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	2,500	0.01	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	47,000	0.1	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	16,615,171	35.95	0	
10.	Others	0	0	0	
	Total	23,032,148	49.83	0	0

Total number of shareholders (other than promoters)

5,738

**Total number of shareholders (Promoters+Public/
Other than promoters)**

5,751

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	13	13
Members (other than promoters)	4,702	5,738
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	3	2	3	2	34.9	7.46
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	3	7	34.9	7.46

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUNDER G ADVANI	00001365	Managing Director	9,425,893	
HARESH G ADVANI	00001358	Whole-time director	5,330,139	
PRAHLAD S ADVANI	06943762	Whole-time director	1,374,000	
PRAKASH MEHTA	00001366	Director	500	
VINOD DHALL	02591373	Director	0	
ADHIRAJ HARISH	03380459	Director	0	
DR. S D ISRANI	00125532	Director	0	
ADM. SUREESH MEHTA	06992229	Director	0	
MENAKA S ADVANI	00001375	Director	1,310,880	
NINA H ADVANI	00017274	Director	2,136,350	
SHANKAR KULKARNI	AANPK1999B	CFO	0	
NILESH JAIN	AFSPJ7489P	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	27/09/2017	5,368	88	1.64
EXTRA ORDINARY GENERAL MEETING	19/03/2018	5,850	97	1.66

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2017	10	7	70
2	07/06/2017	10	10	100
3	14/08/2017	10	9	90
4	27/09/2017	10	9	90
5	30/11/2017	10	10	100
6	12/02/2018	10	10	100
7	19/03/2018	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2017	5	4	80
2	Audit Committee	14/08/2017	5	4	80
3	Audit Committee	30/11/2017	5	5	100
4	Audit Committee	12/02/2018	5	5	100
5	Nomination & Remuneration Committee	23/05/2017	3	2	66.67
6	Nomination & Remuneration Committee	14/08/2017	3	3	100
7	Nomination & Remuneration Committee	12/02/2018	3	3	100
8	CSR Committee	23/05/2017	3	2	66.67
9	CSR Committee	30/11/2017	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	09/08/2018
								(Y/N/NA)
1	SUNDER G A	7	7	100	0	0	0	Yes
2	HARESH G A	7	7	100	0	0	0	Yes
3	PRAHLAD S A	7	6	85.71	0	0	0	Yes
4	PRAKASH ME	7	7	100	7	7	100	Yes
5	VINOD DHALI	7	4	57.14	4	3	75	No
6	ADHIRAJ HAF	7	6	85.71	9	8	88.89	Yes
7	DR. S D ISRA	7	7	100	4	4	100	Yes
8	ADM. SUREE	7	7	100	3	3	100	Yes
9	MENAKA S AI	7	7	100	6	6	100	Yes
10	NINA H ADVA	7	6	85.71	2	1	50	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunder G Advani	Chairman & Mar	11,221,866	0	0	0	11,221,866
2	Haresh G Advani	Executive Direct	7,492,510	0	0	0	7,492,510
3	Prahlad S Advani	Whole Time Dire	7,176,193	0	0	0	7,176,193
	Total		25,890,569	0	0	0	25,890,569

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shankar Kulkarni	CFO	3,499,075	0	0	0	3,499,075
2	Nilesh Jain	CS	1,683,200	0	0	0	1,683,200
	Total		5,182,275	0	0	0	5,182,275

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

VIRENDRA BHATT

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

124

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

00

dated

17/05/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SUNDER
G ADVAN

Digitally signed by
SUNDER G ADVAN
Date: 2018.09.25
14:50:08 +05'30'

DIN of the director

00001365

To be digitally signed by

Nilesh
Jain

Digitally signed by
Nilesh Jain
Date: 2018.09.25
14:51:19 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

RNSHT.pdf
MGT-8-Low resolution.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Virendra G. Bhatt

Company Secretary

Office :
Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.
Tel. : 022 - 2652 9367
Mobile : +91 - 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Advani Hotels & Resorts (India) Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2018. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I am in opinion that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act - **The Company is a Listed Public Company;**

2. Maintenance of registers/records & making entries therein were made generally within the time prescribed;

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time -

The Company has filed various forms with Registrar of Companies. Details of which are provided in Annexure - I;

4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed-



The Company has held meetings of Board & various committees. Details of which are provided in Annexure – II. Annual General Meeting of the members was held on 27th September, 2017 and the Extra-ordinary General meeting of the members was held on 19th March, 2018. As per the information provided, all the resolutions were recorded in the Minutes books;

5. Closure of Register of Members / Security holders, as the case may be-

The register of Members and Share Transfer Books of the Company was closed once during the year from 21st September, 2017 to 27th September, 2017 (both days inclusive).

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act-

As per Auditor's statement with his report and as per the Audit committee meetings and information provided by the Company, the Company has not given directly or indirectly advanced any loans/provided any security/given guarantee to its directors or any other person in whom the director is interested.

7. Contracts/arrangements with related parties as specified in section 188 of the Act-
Details of Related party transactions are provided in Annexure-III;

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances-

During the period under review, the Company has prima facie complied with the provisions of the Act with regards to transfer and transmission of securities.

There were no instances of issue or allotment or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act-

During the period under review there was not required by the Company to keep in abeyance the right to dividend, right shares and bonus shares required under the provisions of the Act.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act-

During the period under review, the Company has declared interim dividend @25% (0.50 per equity share) on 30th November, 2017 which is required to be confirm by the shareholders in ensuing Annual General Meeting and the Company in its Annual General Meeting held on 27th September, 2017 confirm the payment of 1st interim dividend @ 10% (0.20 per equity share) and 2nd interim dividend @ 20% (0.40 per equity share) which already paid for the financial year ended 31st March, 2017.



During the period under review, the Company has transferred Unpaid/ Unclaimed dividends of Rs. 124,290/- relating to financial year 2009-10 to Investor Education and Protection Fund.

During the period under review, the Company has transferred 447,397 equity shares relating to financial year 2009-10 to Investor Education and Protection Fund.

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof-

The Company has generally complied with signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them- **The Company has 10 Board of Directors out of that 3 are Executive Directors, 2 is Non-Executive Director and 5 are Independent Directors.**

During the period under review, the Company has re-appointed Mrs. Menaka S. Advani (DIN: 00016861) as a Director.

During the period under review, the Company has also re-appointed Mr. Sunder G. Advani (DIN: 00001365) as Managing Director and Mr. Haresh G Advani (DIN: 00001358) as Executive Director of the Company for a period of 5 years with effect from 1st March, 2018 in its Extra-ordinary General Meeting held on 19th March 2018.

The Company has given disclosures in respect of remuneration of the Directors and Key Managerial Personnel in extract of Annual Return (MGT-9).

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act-

There is no such instance of the casual vacancies of the Auditor. The Company has appointed M/s. Amar Bafna & Associates, Chartered Accountants, Mumbai (Firm Registration No. 114854W) as the statutory Auditors of the Company in place of M/s. J. G. Verma & Co., Chartered Accountants (Firm Registration No. 111381W) in its Annual General meeting held on 27th September, 2017.

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act- **Not Applicable;**

15. Acceptance/ renewal/ repayment of deposits-

During the period under review and as per the Audited Financial Statements the Company has not accepted any deposits;



16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable-
Details of borrowings made by the Company are given in Annexure - IV;

During the period under review, the Company has Satisfied the Charges and details of which are provided in Annexure-V;

17. Loans and investments or guarantees have been disclosed in the Financial statement as given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

During the period under review, as per the Audited Financial Statements and information provided by the Company, the Company has not granted any loans or provided any guarantees or not made investments.

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company-

During the period under review, the Company has not altered Memorandum and Articles of Association of the Company.

Place: Mumbai

Date: 20th September, 2018



Virendra Bhatt
C.P. No.:124

ANNEXURES

• ANNEXURE - I

Various forms filed with ROC:

SR. NO.	PARTICULARS	FORM NO.	DUE DATE OF FILING	DATE OF FILING	SRN NO.	REMARKS
1.	Statement of unclaimed or unpaid amounts to be transferred to the Investor Education and Protection Fund	IEPF-6	30/04/2017	21/04/2017	G41546698	-
2.	Creation of Charge of Axis Bank Limited Charge ID: 100092190	CHG-1	28/04/2017	25/04/2017	G41877275	-
3.	a) Re-appointment of Mr. Prahlad S. Advani (DIN:06943762) as Whole-Time Director for a period of 5 years subject to approval at ensuing Annual General Meeting b) Appointment of Secretarial Auditor for the financial year 2017-18. c) Appointment of Internal Auditor for the financial year 2017-18. d) Approval of Audited financial statements for the year ended 31 st March, 2017.	MGT-14	21/06/2017	19/06/2017	G46355376	-
4.	Re-appointment of Mr. Prahlad S. Advani (DIN:06943762) as Whole-Time Director for a period of 5 years with effect from 1 st August, 2017	MR-1	29/09/2017	08/08/2017	G49995194	-
5.	a) Approval of Directors Report for the year ended 31 st March, 2017 b) Consideration of change of name of Internal auditors from M/s. Sharp & Tannan (Goa) to M/s. Sharp & Tannan LLP c) Investment of surplus money in HDFC mutual funds	MGT-14	12/09/2017	13/09/2017	G52828050	Delay in Form Filing. Form filed with additional fees of Rs. 1,200/-



6.	Report on Annual General Meeting	MGT-15	26/10/2017	04/10/2017	G52828050	-
7.	Re-appointment of Mr. Prahlad S. Advani (DIN: 06943762) as Whole-Time Director with effect from 1 st August, 2017	MGT-14	26/10/2017	09/10/2017	G55471551	-
8.	Appointment of Amar Bafna & Ass., Chartered Accountants, Mumbai (Firm Registration No. 114854W) as a Statutory Auditors of the Company for a period of Five years	ADT-1	26/10/2017	10/10/2017	G55568299	-
9.	Statement of unclaimed and unpaid amounts	IEPF-2	25/12/2017	23/10/2017	G57511958	-
10.	Filing of financial statement for the year ended 31 st March, 2017	AOC-4 XBRL	26/10/2017	25/10/2017	G59668657	-
11.	Filing of Annual Return for the year ended 31 st March, 2017	MGT-7	25/11/2017	02/11/2017	G59668657	-
12.	Satisfaction of Charge of Bank of Baroda Charge ID: 90232860	CHG-4	09/12/2017	23/11/2017	G63754097	-
13.	Satisfaction of Charge of Bank of Baroda Charge ID: 80037842	CHG-4	09/12/2017	22/11/2017	G63485874	-
14.	Satisfaction of Charge of Bank of Baroda Charge ID: 80037841	CHG-4	09/12/2017	22/11/2017	G63486849	-
15.	Satisfaction of Charge of Bank of Baroda Charge ID: 80029359	CHG-4	09/12/2017	22/11/2017	G63488308	-
16.	Statement of amounts credited to Investor Education and Protection fund SRN in respect of payment made to the fund U23092208 and amount credited to the fund 124,290/- for the year 2009-10	IEPF-1	17/02/2018	22/01/2018	G74203480	-
17.	Statement of Shares transferred to the IEPF	IEPF-4	No due date	08/02/2018	G76100734	-
18.	a) Re-appointed Mr. Sundar Advani (DIN: 0001365) as a Managing Director of the Company for a period of 5 years with effect from 1 st March, 2018	MGT-14	13/03/2018	05/03/2018	G78401684	-



	b) Re-appointed Mr. Haresh Advani (DIN: 00001358) as a Executive Director of the Company					
19.	a) Re-appointment of Mr. Haresh G. Advani (DIN: 00001358) as Executive Director of the Company for a period of 5 years with effect from 1 st March, 2018 b) Re-appointment of Mr. Sundar G. Advani (DIN: 00001365) as Managing Director of the Company for a period of 5 years with effect from 1 st March, 2018	MGT-14	17/04/2018	21/03/2018	G80057565	
20.	Re-appointment of Mr. Haresh G. Advani (DIN: 00001358) as Executive Director of the Company for a period of 5 years with effect from 1 st March, 2018	MR-1	29/04/2018	23/03/2018	G80410822	-
21.	Re-appointment of Mr. Sundar G. Advani (DIN: 00001365) as Managing Director of the Company for a period of 5 years with effect from 1 st March, 2018	MR-1	29/04/2018	23/03/2018	G80412661	-



- **ANNEXURE - II**

BOARD MEETINGS

No.	Date of Board Meetings
1	23 rd May, 2017
2	7 th June, 2017
3	14 th August, 2017
4	27 th September, 2017
5	30 th November, 2017
6	12 th February, 2018
7	19 th March, 2018

Committees formed by the Company:

AUDIT COMMITTEE MEETINGS

No.	Date of Meetngs
1	23 rd May, 2017
2	14 th August, 2017
3	30 th November, 2017
4	12 th February, 2018

NOMINATION AND REMUNERATION COMMITTEE MEETINGS

No.	Date of Meetngs
1	23 rd May, 2017
2	14 th August, 2017
3	12 th February, 2018

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETINGS

No.	Date of Meetngs
1	23 rd May, 2017
2	30 th November, 2017

INDEPENDENT DIRECTORS MEETING

No.	Date of Meeting
1	12 th February, 2018

- During the year under review, No meeting of the Stakeholders Relationship committee was held.



• ANNEXURE -III

TRANSACTIONS WITH RELATED PARTY U/S 188 OF THE COMPANIES ACT, 2013

Nature of Transactions	Name of the Related Party	Relation	Amount
Professional Fees	Malvi Ranchoddas & Co.	A Partnership firm wherein Mr. Prakash Mehta, NED of the Company, is a Partner.	373,564
	D. M. Harish & Co.	A Partnership firm wherein relative of Mr. Adhiraj Harish, NED of the Company, is a Partner	800,000
	S. D. Israni Law Chambers	A Law firm wherein Mr. S. D. Irani, NED of the Company , is a Partner	100,000
Balance outstanding at the year end: Sundry Creditors / Payables	Malvi Ranchoddas & Co.	A Partnership firm wherein Mr. Prakash Mehta, NED of the Company, is a Partner.	147,365
Total			1,420,929



• ANNEXURE - IV

BORROWINGS - AS PER AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	As at 31 st March, 2018	As at 31 st March, 2017
A. Non-Current Borrowings		
Secured:		
Vehicle loans- From Banks and Others	5,089,892	4,797,381
Unsecured		
Other Loans	1,186,000	1,186,000
Total Non-Current Borrowings	6,275,892	5,983,381
Less: Current maturities disclosed under the head " other financial liabilities"		
Vehicle Loans	2,124,231	2,931,583
Non-Current Borrowings	4,151,661	3,051,798
B. Current Borrowings		
Unsecured		
Other Loans	1,000,000	1,000,000
Total Current Borrowings	1,000,000	1,000,000



• ANNEXURE - V

Details of Charges satisfied during the period under review.

Sr. No.	Name of Charge Holder	Charge ID	SRN	Date of Satisfaction	Amount
1.	Bank of Baroda	90232860	G63754097	10/11/2017	17500000.00
2.	Bank of Baroda	80037842	G63485874	10/11/2017	42500000.00
3.	Bank of Baroda	80037841	G63486849	10/11/2017	5000000.00
4.	Bank of Baroda	80029359	G63488308	10/11/2017	17500000.00

There is no Creation and Modification of charges during the financial year ended 31st March, 2018.



