

# 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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM

17/09/2019

(b) Due date of AGM

30/09/2019

(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,	53.91
2	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	31.62

## 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				

<b>At the beginning of the year</b>	46,219,250	92,438,500	92,438,500	
<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	46,219,250	92,438,500	92,438,500	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	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				
<b>Decrease during the year</b>	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				
<b>At the end of the year</b>	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		09/08/2018	
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			15,730,434
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,186,000
Deposit			0
<b>Total</b>			16,916,434

**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
<b>Total</b>					

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

702,755,025

**(ii) Net worth of the Company**

544,883,093

**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	
	<b>Total</b>	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	5,924,846	12.82	0	
	(ii) Non-resident Indian (NRI)	560,805	1.21	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	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)	16,029,208	34.68	0	
10.	Others IEPF AUTHORITY MCA	467,789	1.01	0	
	<b>Total</b>	23,032,148	49.83	0	0

**Total number of shareholders (other than promoters)**

5,556

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

5,569

**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)	5,738	5,556
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

<b>A. Promoter</b>	3	2	3	2	34.9	7.46
<b>B. Non-Promoter</b>	0	5	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>3</b>	<b>7</b>	<b>3</b>	<b>7</b>	<b>34.9</b>	<b>7.46</b>

**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 V MEHTA	00001366	Director	0	
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	150	13/07/2019
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

1

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	09/08/2018	6,044	107	1.77

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2018	10	8	80
2	09/08/2018	10	9	90
3	24/09/2018	10	10	100
4	02/11/2018	10	10	100
5	14/02/2019	10	8	80

**C. COMMITTEE MEETINGS**

Number of meetings held

7

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 COMM	17/05/2018	5	4	80
2	AUDIT COMM	09/08/2018	5	4	80
3	AUDIT COMM	02/11/2018	5	5	100

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
4	AUDIT COMM	14/02/2019	5	3	60
5	NOMINATION	14/02/2019	3	3	100
6	CSR COMMIT	02/11/2018	3	3	100
7	IND. DIRECTO	14/02/2019	5	3	60

**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	17/09/2019
								(Y/N/NA)
1	SUNDER G A	5	5	100	0	0	0	Yes
2	HARESH G A	5	5	100	0	0	0	Yes
3	PRAHLAD S A	5	4	80	0	0	0	Yes
4	PRAKASH V M	5	5	100	6	6	100	Yes
5	VINOD DHALI	5	2	40	5	1	20	No
6	ADHIRAJ HAF	5	4	80	7	4	57.14	Yes
7	DR. S.D. ISRA	5	5	100	5	5	100	Yes
8	ADM. SUREE	5	5	100	2	2	100	Yes
9	MENAKA S AI	5	5	100	5	5	100	Yes
10	NINA H ADVA	5	5	100	1	1	100	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 & MD	12,367,251	0	0	0	12,367,251
2	HARESH G. ADVANI	EXECUTIVE DIRECTOR	8,348,976	0	0	0	8,348,976
3	PRAHLAD S. ADVANI	WHOLE TIME DIRECTOR	8,443,498	0	0	0	8,443,498
	Total		29,159,725	0	0	0	29,159,725

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	V.P FINANCE	3,645,536	0	0	0	3,645,536
2	NILESH JAIN	COMPANY SECRETARY	1,867,535	0	0	0	1,867,535
	Total		5,513,071	0	0	0	5,513,071

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 10/05/2019

(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:

- 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.
- 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: 2019.10.15  
16:06:41 +05'30'

DIN of the director

00001365

**To be digitally signed by**

Nilesh  
Jain  
Digitally signed by  
Nilesh Jain  
Date: 2019.10.15  
16:09:15 +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

Advani\_MGT-8\_2018-19.pdf  
RNSHT.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 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 / 68

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 and Resorts (India) Limited (Hereinafter referred as "the Company") having CIN: L99999MH1987PLC042891 as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2019 ("financial year"). 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 of the 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 prima facie 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 -  
**During the period under review, the Company has filed various forms with the 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-

**During the period under review, the Company has held meetings of Board and various Committees, details of which are provided in Annexure-II and the Annual General Meeting of the members was held on 9<sup>th</sup> August, 2018. As per the information provided, all the resolutions were recorded in the Minute books;**

5. Closure of Register of Members/Security holders, as the case may be-  
**During the period under review, the Register of Members and Share Transfer registers of the Company was closed once during the financial year from Tuesday, 31<sup>st</sup> July, 2018 to Thursday, 9<sup>th</sup> August, 2018 (both days inclusive).**

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

**During the period under review, As per the Audited Financial Statements and Statutory Auditors report thereon, the Company has not directly or indirectly advanced any loans, provided any security, given any 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-

**During the period under review, the Company has entered into transactions with the related parties which were at arm's length price and in ordinary course of business as per the Minutes of Board and Audit Committee maintained by the Company. As per Ind AS 24, the disclosure of transactions with related parties as defined in the Audited Financial Statements are mentioned 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 documents relating to transfers and transmission of securities are maintained with the Registrar and Transfer Agent.**

**There were no instances of issue or allotment or buy back of securities or redemption of preference shares or debentures or alteration or reduction of share capital or conversion of shares or 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 no transaction which requires 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 @30% (Rs. 0.60 paise per equity share) on 14<sup>th</sup> February, 2019 which required to be confirmed by the members at the ensuing Annual General Meeting and the Company at its Annual General Meeting held on 9<sup>th</sup> August, 2018 confirmed the payment of interim dividend @25% (Rs. 0.50 paise per equity share) and final dividend @10% (Rs. 0.20 paise per equity share) which already paid for the financial year ended 31<sup>st</sup> March, 2018.**

**During the period under review, the Company has transferred Unpaid/Unclaimed dividends of Rs. 2,30,174/- relating to financial year 2010-11 to Investor Education and Protection Fund.**

**During the period under review, the Company has transferred 20,392 equity shares relating to financial year 2010-11 to Investor Education and Protection Fund.**

11. Signing of Audited Financial Statements as per the provisions of Section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof-

**During the period under review, the Company has prima facie complied with signing of Audited Financial Statements as per the provisions of Section 134 of the Companies Act, 2013 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-

**As on 31<sup>st</sup> March 2019, the Company has Ten Directors consisting Five Independent Directors, Three Executive Directors and Two Non-Executive Directors.**



During the period under review, there were following changes in the constitution:

Re-appointment of Mrs. Nina H. Advani (DIN: 00017274) who retires by rotation at the Annual general Meeting held on 9<sup>th</sup> August, 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 for a period of five years at its Annual General Meeting held on 27<sup>th</sup> 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-

During the period under review, no approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities.

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-

During the period under review, the Company has obtained borrowings from Banks, details of which are provided in Annexure- IV.

During the period under review, the Company has not created, modified and satisfied any charges.

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;



As on 31<sup>st</sup> March, 2019 and as per the Audited Financial Statements, the total investment of the Company stood at Rs. 190,651,660/- which is within the limits as prescribed under Section 186 of the Companies Act, 2013.

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: 28<sup>th</sup> September, 2019

Virendra G. Bhatt

ACS No.: 1157

C.P. No.:124



**ANNEXURE-I****Various forms filed with the Registrar of Companies:**

Sr. No.	Particulars	Form No.	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	05/04/2018	G82715673	-
2	a) Approval of Directors' Report for the financial year ended 31 <sup>st</sup> March, 2018. b) Approval of Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018. c) Appointment of Internal Auditors for the financial year 2018-19. d) Appointment of Secretarial Auditors for the financial year 2018-19.	MGT-14	12/06/2018	G89255442	-
3	Filing of Report on Annual General Meeting	MGT-15	20/08/2018	H01973676	-
4	Statement of unclaimed and unpaid amounts	IEPF-2	06/09/2018	H07612484	-
5	Filing of Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018	AOC-4 XBRL	07/09/2018	H08413940	-
6	Statement of amounts credited to Investor Education and Protection fund	IEPF-1	15/09/2018	H13044722	-
7	Filing of Annual Return for the financial year ended 31 <sup>st</sup> March, 2018	MGT-7	25/09/2018	H15648116	-
8	Statement of Shares transferred to the IEPF	IEPF-4	05/10/2018	H18983577	-
9	Active Company Tagging Identities and Verification (ACTIVE)	INC-22A	08/03/2019	H46655916	



**ANNEXURE-II****BOARD MEETINGS**

No.	Date of Board Meetings
1	17 <sup>th</sup> May, 2018
2	09 <sup>th</sup> August, 2018
3	24 <sup>th</sup> September, 2018
4	02 <sup>nd</sup> November, 2018
5	14 <sup>th</sup> February, 2019

**Committees formed by the Company:****AUDIT COMMITTEE MEETINGS**

No.	Date of Meetings
1	17 <sup>th</sup> May, 2018
2	09 <sup>th</sup> August, 2018
3	02 <sup>nd</sup> November, 2018
4	14 <sup>th</sup> February, 2019

**NOMINATION AND REMUNERATION COMMITTEE MEETINGS**

No.	Date of Meeting
1	14 <sup>th</sup> February, 2019

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETINGS**

No.	Date of Meetings
1	02 <sup>nd</sup> November, 2018

**INDEPENDENT DIRECTORS MEETING**

No.	Date of Meeting
1	14 <sup>th</sup> February, 2019

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



**ANNEXURE -III**

**RELATED PARTIES AND TRANSACTIONS WITH RELATED PARTIES AS PER THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**(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. Haresh G. Advani	Executive Director (Whole-time Director)
Mr. Prahlad S. Advani	Director Operations (Whole-time Director)
Mr. Nilesh Jain	Company Secretary
Mr. Shankar Kulkarni	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

**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 A. Harish, Non-Executive Director of the Company, is a partner.

M/s. Malvi Ranchoddas & Co. Solicitors & Advocates, A Partnership firm wherein Mr. Prakash V. Mehta Non-Executive Director of the Company, is a partner.

M/s. S. D. Israni Law Chambers A Law firm wherein Dr. 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:**

(Rs.)

(Figures in italics are for previous year)		
Nature of transactions	Key Management Personnel	Associates and other related parties
Sitting Fees / Remuneration	34,672,796 31,072,844	480,000 641,547
Professional Fees	0 0	1,941,050 1,273,564
Expenses recovered	1,577,682 622,528	0 0
<b>Balance outstanding at the year end:</b>		
Creditors / Payables	0 0	729,000 147,365

**(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**

(Rs.)

Particulars	2018-19	2017-18
Short term employee benefits	27,360,000	23,510,240
Post employment benefits	556,800	484,800
Perquisites	462,698	1,895,529
Other long term benefits*	0	0

**ii) Compensation to KMP - Other than Executive Directors**

(Rs.)

Particulars	2018-19	2017-18
Short term employee benefits	5,264,863	4,740,089
Post employment benefits	176,818	157,872
Perquisites	71,390	284,314
Other long term benefits*	0	0

\*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:

Particulars	(Rs.)	
	2018-19	2017-18
<b>Remuneration to Key Managerial personnel and sitting fees to their relatives:</b>		
Mr. Sunder G. Advani - Chairman & Managing Director	12,367,251	11,221,866
Mr. Haresh G. Advani - Executive Director (Whole-time director)	8,348,976	7,492,510
Mr. Prahlad S. Advani - Director Operations (Whole-time director)	8,443,498	7,176,193
Mrs. Menaka S. Advani (Relative and non-executive director)	280,000	360,859
Mrs. Nina H. Advani (Relative and non-executive director)	200,000	280,688
Mr. Nilesh Jain - Company Secretary	1,867,535	1,683,200
Mr. Shankar G. Kulkarni - Vice President Finance - CFO	3,645,536	3,499,075
<b>Professional Fees:</b>		
Malvi Ranchoddas & Co.	1,041,050	373,564
D. M. Harish & Co.	850,000	800,000
S. D. Israni Law Chambers	50,000	100,000
<b>Expenses recovered:</b>		
Mr. Sunder G. Advani	271,465	476,736
Mr. Haresh G. Advani	233,620	88,788
Mr. Prahlad S. Advani	1,072,597	57,004
<b>Year end balances:</b>		
<b>Sundry Creditors / payables:</b>		
Malvi Ranchoddas & Co.	684,000	147,365
S. D. Israni Law Chambers	45,000	0



## ANNEXURE - IV

**BORROWINGS AS PER THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>A. Non-Current Borrowings</b>		
<b>Secured:</b>		
<b>Term Loan</b>		
<b>From Banks and others</b>		
Vehicle loans*	4,588,119	5,089,892
<b>Unsecured</b>		
Other Loans	1,186,000	1,186,000
<b>Total Non-Current Borrowings</b>	<b>5,774,119</b>	<b>6,275,892</b>
Less: Current maturities disclosed under the head " other financial liabilities"		
Vehicle Loans*	1,365,536	2,124,231
	<b>1,365,536</b>	<b>2,124,231</b>
<b>Non-Current Borrowings</b>	<b>4,408,583</b>	<b>4,151,661</b>
<b>B. Current Borrowings</b>		
<b>Secured</b>		
Cash Credit from a Bank**	11,142,315	0
<b>Unsecured</b>		
Other Loans	0	1,000,000
<b>Total Current Borrowings</b>	<b>11,142,315</b>	<b>1,000,000</b>

**Nature of Securities:**

\*Vehicle loans are secured by hypothecation of respective vehicles.

\*\*Working Capital facilities including Cash Credit limit from Axis Bank are secured by exclusive first hypothecation charge on the current assets, present and future and further secured by collateral security by extension of exclusive first charge on entire movable fixed assets, present and future, (excluding vehicles) and first charge by way of mortgage on hotel property at Varca, Goa. (Limit Rs. 6.00 crores (Previous Year Rs. 6.00 crores).

